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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF ILLINOIS

CITY OF GREENVILLE, ILLINOIS,)
et al.,)
)
 Plaintiffs,)
vs) Case No.:
) 10-cv-188-JPG-PMF
)
SYNGENTA CROP PROTECTION, INC.,)
et al.,)
)
 Defendants.)

CONFIDENTIAL VIDEOTAPED DEPOSITION
OF MR. CHRISTOPH MAEDER

VOLUME I

Thursday, October 14, 2010

AT: 9:09 a.m.

Taken at:

McDermott Will & Emery
Rue Pere Eudore Devroye 245
1150 Brussels
Belgium

Court Reporter:

JUDITH WHITE

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1 APPEARANCES	1 WITNESS INDEX
2 Appearing on behalf of the plaintiffs:	2 Witness Page
3	3 MR. CHRISTOPH MAEDER (sworn) 8
4 STEPHEN M. TILLERY, ESQ.	4 Examination by Mr. Tillery. 8
5 JOHN C. CRAIG, ESQ.	5 Examination by Mr. Pope 208
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1 Also present:	1 EXHIBIT NAME DESCRIPTION PAGE #
2 MR. ALAN B. NADEL (Litigation Counsel,	2 Exhibit 1 Summary of CV of 8
3 Syngenta Crop Protection, Inc.)	3 Christoph Maeder
4	4 Exhibit 2 Document headed 14
5 MR. JONATHAN SULLIVAN (Group Litigation Counsel,	5 "Definitions/General Matters"
6 Syngenta International AG)	6 Exhibit 3 Document on Syngenta letterhead, 41
7 DR. JOHN ATKIN (Chief Operating Officer,	7 Bates stamped SYN01791911-912
8 Syngenta Crop Protection AG)	8 and SYN01958831-835
9	9 Exhibit 4 Syngenta Corporate Governance 46
10 Videographer:	10 Report for 2009
11 MR. PHILLIP HILL	11 Exhibit 5 Document entitled "Finance 58
12	12 including Tax", Bates stamped
13	13 GRNVL0000081027-030
14	14 Exhibit 6 Document entitled "Legal and 85
15	15 Transactions", Bates stamped
16	16 GRNVL0000081116-120
17	17 Exhibit 7 Document entitled "Reserved 138
18	18 Powers for HR", Bates stamped
19	19 GRNVL0000081031-035
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<p>1 PROCEEDINGS</p> <p>2 (9:09 a.m.)</p> <p>3 THE VIDEOGRAPHER: This is the beginning of</p> <p>4 videotape number 1, volume I. This is the video</p> <p>5 operator speaking, Phillip Hill, on behalf of</p> <p>6 Westlaw Deposition Services, San Francisco.</p> <p>7 Today's date is October 14, 2010. The time on</p> <p>8 the video screen is 09:09 a.m. Belgian time.</p> <p>9 We are at the Brussels office of McDermott</p> <p>10 Will & Emery to take the videotaped deposition of</p> <p>11 Christoph Maeder.</p> <p>12 This is taken in the matter of City of</p> <p>13 Greenville, Illinois, et al., versus Syngenta</p> <p>14 Corporation [sic] Protection Inc. versus [sic]</p> <p>15 Syngenta AG.</p> <p>16 This is being heard in the United States</p> <p>17 District Court for the Southern District of Illinois,</p> <p>18 case number 10-188-JPG.</p> <p>19 Will counsel present please introduce</p> <p>20 themselves and state whom they represent?</p> <p>21 MR. TILLERY: For the plaintiffs,</p> <p>22 Steve Tillery, of the law firm of Korein Tillery,</p> <p>23 St. Louis, Missouri.</p> <p>24 MR. CRAIG: John Craig, also of Korein</p> <p>25 Tillery, for the plaintiff.</p>	<p>1 Ms. Judith White on behalf of Westlaw Deposition</p> <p>2 Services. Please will the court reporter swear in the</p> <p>3 witness.</p> <p>4 CHRISTOPH MAEDER,</p> <p>5 having been duly sworn,</p> <p>6 testified as follows:</p> <p>7 MR. TILLERY: We could get started, Mike, now</p> <p>8 while we wait for these documents to be copied. I could</p> <p>9 go through a few preliminaries --</p> <p>10 MR. POPE: I'd be happy -- I'd be happy to see</p> <p>11 us do that.</p> <p>12 MR. TILLERY: -- so we could get going.</p> <p>13 EXAMINATION BY MR. TILLERY:</p> <p>14 BY MR. TILLERY:</p> <p>15 Q. Would you state your name for this record,</p> <p>16 please, sir?</p> <p>17 A. I am Christoph Maeder.</p> <p>18 Q. And could you tell me where you live?</p> <p>19 A. I live in Oberwil, near Basel,</p> <p>20 Switzerland.</p> <p>21 (Exhibit 1 marked for identification.)</p> <p>22 BY MR. TILLERY:</p> <p>23 Q. I am going to show you what has been</p> <p>24 marked as exhibit number 1 and ask you if you can</p> <p>25 identify that, sir.</p>
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<p>1 MR. POPE: For the defendants, Michael Pope</p> <p>2 from McDermott Will & Emery in Chicago.</p> <p>3 MR. SURPRENANT: Mark Surprenant from</p> <p>4 Adams and Reese in New Orleans.</p> <p>5 MR. NADEL: Alan Nadel, N-A-D-E-L,</p> <p>6 Syngenta Crop Protection Inc.</p> <p>7 MR. SULLIVAN: Jonathan Sullivan,</p> <p>8 Syngenta International AG.</p> <p>9 MR. ATKIN: John Atkin, Syngenta Crop</p> <p>10 Protection AG.</p> <p>11 MR. TILLERY: And on the --- on the other end</p> <p>12 of LiveNote, because they can -- I should tell you who</p> <p>13 is on this, so you know.</p> <p>14 MR. POPE: Please.</p> <p>15 MR. TILLERY: Lawyer-wise, it is Chris Hoffman</p> <p>16 of Korein Tillery; Michael Klenov may or may not be</p> <p>17 on -- I don't know; there is Christie Deaton on;</p> <p>18 and there is a technical person in the office, who is</p> <p>19 assisting them, by the name of Jerry Brown.</p> <p>20 MR. POPE: And to the best of your knowledge,</p> <p>21 that's all that's on there?</p> <p>22 MR. TILLERY: That's it.</p> <p>23 MR. POPE: That's all on the LiveNote?</p> <p>24 MR. TILLERY: Absolutely.</p> <p>25 THE VIDEOGRAPHER: The court reporter today is</p>	<p>1 A. Yes, I can.</p> <p>2 Q. And what is that?</p> <p>3 A. This is a -- it is a summary of my CV.</p> <p>4 Q. The CV, your normal CV, is significantly</p> <p>5 bigger than this, isn't it?</p> <p>6 A. It's not significantly bigger. It's just</p> <p>7 maybe some private aspects added to it.</p> <p>8 Q. Okay. Fine. Where are you employed, sir?</p> <p>9 A. I am employed in Basel.</p> <p>10 Q. By whom?</p> <p>11 A. By a company called Syngenta International</p> <p>12 AG.</p> <p>13 Q. And could you tell me where and when you</p> <p>14 were born?</p> <p>15 A. I was born in a village called Zetzwil on</p> <p>16 the 21st of July 1959. Zetzwil is in Switzerland.</p> <p>17 Q. And how many degrees do you hold?</p> <p>18 A. I hold a law degree from the University of</p> <p>19 Basel, and I have passed the Bar exam in Switzerland.</p> <p>20 Q. And your undergraduate degree, your</p> <p>21 college degree?</p> <p>22 A. I made what we call in Switzerland a</p> <p>23 Matura (Type B). That won't tell you a lot, I'm afraid.</p> <p>24 Q. What does that mean?</p> <p>25 A. We have a different system, in educational</p>

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<p>1 terms, than the US. Before you join university,</p> <p>2 you have to pass a Matura exam, and that's what I did.</p> <p>3 Q. When did you first start working for a</p> <p>4 Syngenta predecessor?</p> <p>5 A. That was in 1992 -- '2, yes -- '2 or '3,</p> <p>6 sorry.</p> <p>7 Q. Okay. Which predecessor of Syngenta did</p> <p>8 you start working for, sir?</p> <p>9 A. I started with a company called</p> <p>10 Sandoz International AG.</p> <p>11 Q. And what did you do there?</p> <p>12 A. I was a corporate counsel in the legal</p> <p>13 department.</p> <p>14 Q. And where was that located?</p> <p>15 A. That was located in Basel, Switzerland.</p> <p>16 Q. Is it in the same location you work today?</p> <p>17 A. It is not in the same location.</p> <p>18 Q. What business was Sandoz in?</p> <p>19 A. Sandoz was a group of companies active in</p> <p>20 businesses such as pharmaceuticals, chemicals,</p> <p>21 construction chemicals, nutrition and seeds.</p> <p>22 Q. And did they have US subsidiaries?</p> <p>23 A. They had US subsidiaries.</p> <p>24 Q. Do you remember whether the</p> <p>25 US subsidiaries were involved in the agrochemical</p>	<p>1 A. And then I joined the University of Basel</p> <p>2 as a scientific assistant.</p> <p>3 Q. For two years?</p> <p>4 A. For two, two and a half years, yes,</p> <p>5 roughly.</p> <p>6 Q. Okay. What was the next job you had at</p> <p>7 Sandoz?</p> <p>8 A. After I became corporate counsel, which</p> <p>9 I was for a couple of years, I was becoming senior</p> <p>10 corporate counsel in the Sandoz legal department.</p> <p>11 Q. And what was your responsibility as senior</p> <p>12 corporate counsel?</p> <p>13 A. Main responsibilities were around merger</p> <p>14 and acquisition and anti-trust law.</p> <p>15 Q. How long were you there on that job?</p> <p>16 A. I was there until 1996, when Sandoz merged</p> <p>17 with Ciba-Geigy to form Novartis.</p> <p>18 Q. How did your job change at that time?</p> <p>19 A. By becoming the senior corporate counsel,</p> <p>20 I was assuming project responsibility, particularly for</p> <p>21 merger and acquisition projects and other legal</p> <p>22 projects.</p> <p>23 Q. And the merger resulted in what companies?</p> <p>24 A. The merger resulted in the new holding</p> <p>25 company called Novartis AG with a series of subsidiaries</p>
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<p>1 business?</p> <p>2 A. I do remember that they were involved in</p> <p>3 the agrochemical business.</p> <p>4 Q. What was the agrochemical business arm in</p> <p>5 the US named?</p> <p>6 A. I think it was Sandoz Agrochemicals Inc.</p> <p>7 Q. What was your title there, when you first</p> <p>8 started?</p> <p>9 A. My first title was corporate counsel.</p> <p>10 Q. And then walk me through what your</p> <p>11 responsibility became as you stayed there?</p> <p>12 A. I first started as a regular member of the</p> <p>13 corporate legal department, basically involved in</p> <p>14 company law aspects, financial market transactions,</p> <p>15 contract law and anti-trust and mergers and acquisition.</p> <p>16 Q. Was that your first legal job?</p> <p>17 A. That was not my first legal job.</p> <p>18 Q. What was your first legal job?</p> <p>19 A. My first legal job was at the court in</p> <p>20 Rheinfelden in Switzerland.</p> <p>21 Q. What did you do there?</p> <p>22 A. I was a clerk there.</p> <p>23 Q. And was that until 1982?</p> <p>24 A. That was until 1990.</p> <p>25 Q. And then what did you do?</p>	<p>1 underneath.</p> <p>2 Q. And did you work for Novartis AG?</p> <p>3 A. I worked for Novartis International AG.</p> <p>4 Q. And what was your job title at that</p> <p>5 company?</p> <p>6 A. My job title was senior corporate counsel.</p> <p>7 Q. How many of Novartis AG subsidiaries were</p> <p>8 headquartered in Basel?</p> <p>9 A. I couldn't tell you the exact number, but</p> <p>10 a series.</p> <p>11 Q. Did Novartis AG remain in the</p> <p>12 agribusiness?</p> <p>13 A. They remained in the agribusiness until</p> <p>14 the spin-off and formation of Syngenta.</p> <p>15 Q. And They had a subsidiary in the US that</p> <p>16 sold atrazine?</p> <p>17 A. That's right.</p> <p>18 Q. And that was Novartis Crop Protection</p> <p>19 Inc.?</p> <p>20 A. That's right.</p> <p>21 Q. Where was Novartis Crop Protection Inc.</p> <p>22 based?</p> <p>23 A. In Greensboro, North Carolina.</p> <p>24 Q. Now, if you would, tell me what your role</p> <p>25 was in the merger with the formation of Novartis?</p>

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<p>1 A. My main role was around the merger control</p> <p>2 filings in the different jurisdictions where we had to</p> <p>3 file. I was responsible for those within the legal</p> <p>4 department, including some subsequent divestitures we</p> <p>5 had to do based on the decision of the merger control</p> <p>6 authorities.</p> <p>7 Q. And how did it change -- excuse me,</p> <p>8 let's go off the record. Our copies have arrived.</p> <p>9 Can we go off.</p> <p>10 THE VIDEOGRAPHER: Going off the record. The</p> <p>11 time is 09:20.</p> <p>12 (9:20 a.m.)</p> <p>13 (Break taken.)</p> <p>14 (9:23 a.m.)</p> <p>15 THE VIDEOGRAPHER: Going back on the record.</p> <p>16 The time is 09:23.</p> <p>17 (Exhibit 2 marked for identification.)</p> <p>18 BY MR. TILLERY:</p> <p>19 Q. Mr. Maeder, I am going to hand you what's</p> <p>20 been marked as exhibit number 2, and, frankly, this is</p> <p>21 just a list of definitions that I have included for</p> <p>22 the -- for the deposition so that you and I are</p> <p>23 referencing the same thing when we use different words</p> <p>24 throughout the deposition, okay. I am going to hand</p> <p>25 these across to the counsel so you can see these.</p>	<p>1 A. Of course. U-R-S, the first name;</p> <p>2 Baerlocher, B-A-E-R-L-O-C-H-E-R.</p> <p>3 Q. And your responsibilities as head of</p> <p>4 legal and public affairs?</p> <p>5 A. Was running the legal group supporting</p> <p>6 the crop protection business, plus overseeing the public</p> <p>7 affairs -- the small public affairs group within</p> <p>8 Novartis Crop Protection AG.</p> <p>9 Q. And where were you physically located at</p> <p>10 that time? Where were your offices?</p> <p>11 A. The offices were in Basel.</p> <p>12 Q. And is that in the same location you are</p> <p>13 in now?</p> <p>14 A. It is in the same site, yes.</p> <p>15 Q. The same site, but a different building?</p> <p>16 A. Right.</p> <p>17 Q. And, generally, what can we refer to that</p> <p>18 site as in this deposition, so we now we're talking</p> <p>19 about the same thing?</p> <p>20 A. We call that site Rosental.</p> <p>21 Q. Rosental?</p> <p>22 A. Right.</p> <p>23 Q. All right. That is what we'll call it.</p> <p>24 So it was the Rosental compound?</p> <p>25 A. The Rosental site.</p>
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<p>1 MR. POPE: Thank you.</p> <p>2 BY MR. TILLERY:</p> <p>3 Q. How long did you stay in your job as</p> <p>4 senior corporate counsel at Novartis International AG?</p> <p>5 A. Until the divestiture of Novartis's</p> <p>6 agribusiness to form Syngenta. That was in 2000.</p> <p>7 Q. And did your job stay the same throughout</p> <p>8 that period of time, or did it change?</p> <p>9 A. It did not stay the same. I moved on to</p> <p>10 become, on the 1st of January -- sorry, '99. On the</p> <p>11 1st of January '99, I became head of legal and public</p> <p>12 affairs within what was at the time Novartis Crop</p> <p>13 Protection AG.</p> <p>14 Q. Was that a promotion?</p> <p>15 A. That was a promotion. It was a</p> <p>16 different role. The role within Syngenta -- Novartis</p> <p>17 International, excuse me, was a corporate role, whereas</p> <p>18 this was a divisional role.</p> <p>19 Q. Who promoted you?</p> <p>20 A. It was a decision taken by general counsel</p> <p>21 at the time for the entire Novartis group.</p> <p>22 Q. Who was general counsel?</p> <p>23 A. Urs Baerlocher.</p> <p>24 Q. Would you spell that for the reporter,</p> <p>25 please?</p>	<p>1 Q. Site, all right. What did Novartis Crop</p> <p>2 Protection AG do?</p> <p>3 A. Novartis Crop Protection AG oversaw the</p> <p>4 global activities -- the global crop protection</p> <p>5 activities of Novartis AG.</p> <p>6 Q. Have you ever given a deposition before?</p> <p>7 A. No.</p> <p>8 Q. Have you ever testified under oath before?</p> <p>9 A. No.</p> <p>10 Q. Have you ever testified without being</p> <p>11 under oath?</p> <p>12 A. Not in front of a court. In writing, yes.</p> <p>13 Q. Was Novartis Crop Protection AG, that</p> <p>14 entity, that was -- and I may have asked you this, but</p> <p>15 I wanted to confirm on the record, that was located at</p> <p>16 the Rosental site?</p> <p>17 A. Yes.</p> <p>18 Q. All right. Did you serve on any of the</p> <p>19 boards at that time?</p> <p>20 A. I can't recall at this time.</p> <p>21 Q. Now, what was your role in the spin-off or</p> <p>22 creation of Syngenta?</p> <p>23 A. I was part of the project team within</p> <p>24 Novartis Crop Protection AG who prepared that</p> <p>25 transaction.</p>

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<p>1 Q. And what was the project team that you're</p> <p>2 referring to?</p> <p>3 A. The main project team consisted of</p> <p>4 Heinz Imhof, the head of agribusiness for Novartis,</p> <p>5 comprising crop protection and seeds; John Atkin, head</p> <p>6 of crop protection -- Novartis Crop Protection AG at the</p> <p>7 time; and Richard Steiblin, head of finance of Novartis</p> <p>8 Crop Protection AG; and myself. We were the core team,</p> <p>9 of course supported by staff members.</p> <p>10 Q. What was the goal in creating Syngenta?</p> <p>11 A. The goal was to create a stand-alone</p> <p>12 agribusiness company distinct from divisional activity</p> <p>13 within a larger conglomerate, and at the same time,</p> <p>14 of course, merging the Novartis agribusiness with the</p> <p>15 agribusiness of AstraZeneca, who were spun off</p> <p>16 simultaneously and merged into Syngenta.</p> <p>17 Q. Is it fair to say that one of the goals</p> <p>18 was to create a single worldwide agribusiness under</p> <p>19 common direction and control, a worldwide business that</p> <p>20 acted as a single coordinated entity?</p> <p>21 A. I don't think that the purpose was to act</p> <p>22 on a global basis as a single coordinated entity, but to</p> <p>23 have a strategic alignment of all the agribusiness</p> <p>24 activities worldwide.</p> <p>25 Q. Why would you put that quote that I just</p>	<p>1 yes.</p> <p>2 Q. Another goal was to present a single</p> <p>3 unified company image across the world; correct?</p> <p>4 A. Of Syngenta agribusiness, I think that's</p> <p>5 right.</p> <p>6 Q. In press releases announcing the formation</p> <p>7 of Syngenta, some of them said, and I am quoting,</p> <p>8 "Syngenta will be the first global pure play</p> <p>9 agribusiness company".</p> <p>10 MR. POPE: Objection to the form of the</p> <p>11 question.</p> <p>12 BY MR. TILLERY:</p> <p>13 Q. When you use "pure play" in that context,</p> <p>14 what do you mean?</p> <p>15 MR. POPE: Objection to the form of the</p> <p>16 question. Lack of foundation.</p> <p>17 THE WITNESS: I understand the term</p> <p>18 "pure play" as being a company focused on agribusiness</p> <p>19 activities, as opposed to further other activities.</p> <p>20 BY MR. TILLERY:</p> <p>21 Q. In presentations to employees of Syngenta</p> <p>22 after the company was formed -- and let me -- let me</p> <p>23 strike that question and just explain to you.</p> <p>24 The information that we have in forming</p> <p>25 questions here today comes from documents that -- that</p>
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<p>1 read from in your 2005 annual review at page 2, then?</p> <p>2 MR. POPE: Do you want to show him a document</p> <p>3 that has that in it, Mr. Tillery?</p> <p>4 MR. TILLERY: I will.</p> <p>5 THE WITNESS: I don't know who put that quote</p> <p>6 in and what the context of such a quote was.</p> <p>7 BY MR. TILLERY:</p> <p>8 Q. Do you review these things that go into</p> <p>9 annual reviews?</p> <p>10 A. I review things which go into annual</p> <p>11 reviews, but I don't recall this particular item.</p> <p>12 Q. What part of that statement was it that</p> <p>13 you disagreed with? Do you want me to read it again?</p> <p>14 A. Please.</p> <p>15 Q. Would it be fair to say that one of the</p> <p>16 goals was to create a single worldwide agribusiness</p> <p>17 under common direction and control?</p> <p>18 A. In a strategic sense, I don't disagree</p> <p>19 with that statement.</p> <p>20 Q. Okay. Is it fair to say that, in forming</p> <p>21 Syngenta, you were going to take all the resources and</p> <p>22 organise them for the highest operational efficiency</p> <p>23 across regions, corporate boundaries and operational</p> <p>24 divisions?</p> <p>25 A. I think that's a pretty fair statement,</p>	<p>1 I'll be referencing, and it comes from public</p> <p>2 information, sir, that we have. And some of these</p> <p>3 documents I'll have, to the extent that I still have</p> <p>4 them and they are not contained in the bowels of some</p> <p>5 airplane at American Airlines, I -- I will reference</p> <p>6 them.</p> <p>7 We've seen some presentations that have a</p> <p>8 reference to "One Syngenta", quote, "One", O-N-E,</p> <p>9 "Syngenta". Have you seen that before?</p> <p>10 A. I have come across the term</p> <p>11 "One Syngenta", yes.</p> <p>12 Q. Actually, didn't you authorize the use of</p> <p>13 that term?</p> <p>14 A. No, I didn't.</p> <p>15 Q. Who did?</p> <p>16 A. I cannot answer that question. I don't</p> <p>17 know.</p> <p>18 Q. What is the history of the phrase</p> <p>19 "One Syngenta"?</p> <p>20 A. The substantive history, as far as</p> <p>21 I recollect this, is that we wanted to give Syngenta the</p> <p>22 appear between the different agribusinesses, seeds and</p> <p>23 cost protection, vis-a-vis the customer as being one</p> <p>24 offer to the customer.</p> <p>25 Q. What happened to Novartis International AG</p>

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<p>1 as a result of the merger?</p> <p>2 A. Nothing as a result of the merger to form</p> <p>3 Syngenta.</p> <p>4 Q. What happened to it after Syngenta was</p> <p>5 formed?</p> <p>6 A. It still exists, to the extent I know.</p> <p>7 Q. Where is it -- how does it exist? Doing</p> <p>8 what business?</p> <p>9 A. It is the management company, as far as</p> <p>10 I understand, of the Novartis group of companies.</p> <p>11 Q. And what business is it involved in?</p> <p>12 A. Novartis today is mainly around</p> <p>13 pharmaceuticals, but they have some diagnostics,</p> <p>14 they have some over-the-counter health products, and --</p> <p>15 and the like, but the main business is clearly</p> <p>16 pharmaceuticals.</p> <p>17 Q. And that was Novartis International AG</p> <p>18 you were talking about?</p> <p>19 A. I was talking about the group Novartis</p> <p>20 under the umbrella of Novartis AG.</p> <p>21 Q. And what happened to Novartis</p> <p>22 International AG?</p> <p>23 A. It still exists.</p> <p>24 Q. Okay. Now, the employees of the</p> <p>25 predecessor entities of Syngenta, how did they transfer</p>	<p>1 Protection Inc.? In the merger, what did it become?</p> <p>2 A. I think it -- the corporate transaction</p> <p>3 was it changed its name into Syngenta Crop Protection</p> <p>4 Inc.</p> <p>5 Q. And the employees of Novartis Crop</p> <p>6 Protection Inc., did they stay on as employees of</p> <p>7 Syngenta Crop Protection Inc.?</p> <p>8 A. They broadly stayed on, yes.</p> <p>9 Q. The executives, in large measure, stayed</p> <p>10 on the same?</p> <p>11 A. Again, some and some.</p> <p>12 Q. Were agreements signed between</p> <p>13 AstraZeneca plc and Novartis AG about how the newly</p> <p>14 formed Syngenta AG would operate?</p> <p>15 A. There was, of course, a merger agreement</p> <p>16 between those two entities, yes.</p> <p>17 Q. Was that an overriding central agreement</p> <p>18 that controlled the formation of the company Syngenta?</p> <p>19 A. Yes, that was the merger agreement</p> <p>20 originally signed between Novartis and AstraZeneca.</p> <p>21 Q. Was there just one operating or merger</p> <p>22 agreement or were there several?</p> <p>23 A. There were several agreements, but it was</p> <p>24 one top agreement, so to speak.</p> <p>25 Q. Was -- where was the discussion or</p>
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<p>1 into the Syngenta entity and the businesses that were</p> <p>2 moved into Syngenta? How did that happen?</p> <p>3 A. Some of them just stayed employed with the</p> <p>4 company they had been employed before, the company</p> <p>5 changing its name. Others were becoming employees of</p> <p>6 newly formed company into which three existing</p> <p>7 businesses were merged into.</p> <p>8 Q. What happened to Novartis Crop Protection</p> <p>9 AG as a result of the merger?</p> <p>10 A. It changed its name and became Syngenta</p> <p>11 Crop Protection AG.</p> <p>12 Q. And did it stay at the same location?</p> <p>13 A. Yes.</p> <p>14 Q. Rosental?</p> <p>15 A. (Witness nods head.)</p> <p>16 Q. Okay. And the employees of Novartis Crop</p> <p>17 Protection AG, did they stay on in that new entity of</p> <p>18 Syngenta Crop Protection AG?</p> <p>19 A. Most of them did.</p> <p>20 Q. Did the executives?</p> <p>21 A. Some did, some didn't.</p> <p>22 Q. Okay. The board members?</p> <p>23 A. The board members were changed,</p> <p>24 from memory.</p> <p>25 Q. Okay. Now, what about Novartis Crop</p>	<p>1 agreement regarding the authority or power over</p> <p>2 subsidiaries reserved in Syngenta AG? Was there a -- an</p> <p>3 agreement reached to that effect?</p> <p>4 A. I'm not entirely sure I understand your</p> <p>5 question. Could you repeat?</p> <p>6 Q. When the -- when the -- of course. And,</p> <p>7 by the way, throughout the deposition, at any time</p> <p>8 please feel free to do that. I try to -- not to talk</p> <p>9 over your questions, and if I do -- your answers, and if</p> <p>10 I do, stop me. I don't mean to do that at all.</p> <p>11 Was there an agreement as to what type of</p> <p>12 authority or power over subsidiaries was to be reserved</p> <p>13 to Syngenta AG?</p> <p>14 A. I don't recall specific agreements to that</p> <p>15 end.</p> <p>16 Q. Was there an agreement that addressed the</p> <p>17 corporate structure of Syngenta AG and the Syngenta</p> <p>18 group of companies worldwide?</p> <p>19 A. The agreement -- sorry, I missed one word.</p> <p>20 Was there a corporate agreement that?</p> <p>21 Q. Addressed, addressed.</p> <p>22 A. Ah, "addressed", excuse me. As far as</p> <p>23 I recollect that agreement, there were very little,</p> <p>24 very few, organizational aspects dealt with in that</p> <p>25 agreement around corporate governance within the future</p>

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<p>1 Syngenta operation.</p> <p>2 Q. When you say "that agreement", you mean</p> <p>3 the merger agreement?</p> <p>4 A. The umbrella agreement, yes.</p> <p>5 Q. Were there other agreements signed that</p> <p>6 did in fact deal with governance by -- by Syngenta AG of</p> <p>7 subsidiaries?</p> <p>8 A. The structure was that at the beginning</p> <p>9 the two holding companies of the two businesses to be</p> <p>10 merged would be merged into each other and then,</p> <p>11 of course, we had a series of subsequent transactions to</p> <p>12 be dealt with when Syngenta was formed. But that was --</p> <p>13 the governance structure was, from memory, mainly dealt</p> <p>14 with within Syngenta after its formation.</p> <p>15 Q. After the formation, okay. And was that</p> <p>16 true with respect to the crop protection business?</p> <p>17 In other words, was there anything dealt with</p> <p>18 specifically regarding the crop protection business at</p> <p>19 the time of formation, or was that afterwards?</p> <p>20 A. With respect to the governance?</p> <p>21 Q. Yes.</p> <p>22 A. I don't recall whether there were specific</p> <p>23 clauses in the -- in the merger agreement on governance</p> <p>24 for Crop Protection Inc.; I don't think so.</p> <p>25 Q. Same with respect to allocation of profits</p>	<p>1 Q. Was Mr. Atkin a member too?</p> <p>2 A. That's correct.</p> <p>3 Q. Did Novartis AG have an executive</p> <p>4 committee before the merger?</p> <p>5 A. Yes.</p> <p>6 Q. With the merger and the creation of</p> <p>7 Syngenta Crop Protection, in other words, changing it</p> <p>8 from Novartis Crop Protection business to Syngenta Crop</p> <p>9 Protection, was there anything contemplated at the time</p> <p>10 of the merger for a change of the crop protection</p> <p>11 business?</p> <p>12 A. I'm not sure I can answer the question --</p> <p>13 Q. All right, we'll get to that.</p> <p>14 A. -- in the way it is asked.</p> <p>15 Q. We'll get to that. Now, in addition</p> <p>16 to being a member of the Syngenta AG executive</p> <p>17 committee, what were your other roles or job titles</p> <p>18 within the Syngenta group of companies when they were</p> <p>19 first formed?</p> <p>20 A. I was nominated to be a member of</p> <p>21 several boards of group companies, particularly, and</p> <p>22 I have several roles, of course, to play within</p> <p>23 functional processes, committees, subcommittees,</p> <p>24 pension funds of Syngenta, particularly in Switzerland,</p> <p>25 because I have -- and I have had responsibility for</p>
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<p>1 or dividends from Syngenta AG subsidiaries; was that</p> <p>2 dealt with at that time or later?</p> <p>3 A. From memory, later.</p> <p>4 Q. Okay. Did the issue of leadership of the</p> <p>5 new company get dealt with in the merger agreements, or</p> <p>6 did those come later as well?</p> <p>7 A. In the merger agreement, only the</p> <p>8 top leadership of the group was dealt with.</p> <p>9 Q. And that's where there was an equal number</p> <p>10 of representatives on the board of the formed --</p> <p>11 A. Of nominees from both sides, yes.</p> <p>12 Q. Correct. And they agreed there'd be a</p> <p>13 12-person board of directors at AG?</p> <p>14 A. Right.</p> <p>15 Q. Six from each entity?</p> <p>16 A. That was the nomination process.</p> <p>17 Q. All right. There was an agreement to form</p> <p>18 a Syngenta AG executive committee?</p> <p>19 A. Right.</p> <p>20 Q. And that was to consist of eight members,</p> <p>21 four from Novartis and four from AstraZeneca; correct?</p> <p>22 A. That is correct.</p> <p>23 Q. You were one of the members of that</p> <p>24 executive committee?</p> <p>25 A. That's correct.</p>	<p>1 Syngenta in Switzerland, as a whole; Syngenta</p> <p>2 Switzerland as a whole, I mean.</p> <p>3 Q. Can you tell me the companies that --</p> <p>4 where you have an official position?</p> <p>5 A. At this point in time, I am a member of</p> <p>6 the board of about ten group companies, from memory, and</p> <p>7 I am particularly a member of Syngenta Crop</p> <p>8 Protection -- of the board of Syngenta Crop Protection</p> <p>9 AG. I am the chairman of that -- of that board. I am</p> <p>10 the chairman of Syngenta Participation AG; I am the</p> <p>11 chairman of Syngenta Agro AG which is a Swiss entity;</p> <p>12 I am a member of the board of Syngenta International AG;</p> <p>13 and a couple of smaller group companies in Switzerland.</p> <p>14 Q. What are the smaller group companies in</p> <p>15 Switzerland?</p> <p>16 A. One is, I think, called Syngenta Finance</p> <p>17 AG and there is an entity in Spain I am on the board of,</p> <p>18 and I am a member of the board of Syngenta Crop</p> <p>19 Protection Inc. of course, in the United States and of</p> <p>20 Syngenta Corporation.</p> <p>21 Q. What's the one in Spain?</p> <p>22 A. Spain is, I -- from memory, the crop</p> <p>23 protection company in -- the legal entity in Spain</p> <p>24 dealing with the crop protection business in Spain. It</p> <p>25 is called Syngenta Agro something Espana.</p>

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<p>1 Q. What are your responsibilities in these 2 roles? 3 A. I am a representative of the Syngenta 4 group of companies in these boards. 5 Q. There are 13 Syngenta related companies 6 in -- in Basel; correct? 7 A. I couldn't tell you the exact number from 8 memory. 9 Q. The Swiss business registration records 10 list you as being a non-board member for three of the 11 13 companies. Which ones are you not a board member of? 12 A. This might be three foundations. I -- I 13 am a member of the board of foundations. This is the 14 pension fund in the legal form of a foundation; this is 15 a so-called umbrella foundation; and it's another 16 pension fund foundation in Switzerland. They are in the 17 form of -- of foundations rather than AGs, companies 18 limited by shares. 19 Q. Currently, you're a member of the 20 Syngenta AG executive committee? 21 A. I am a member of the group executive 22 committee of the Syngenta group, yes. 23 Q. Now, you said "group executive committee", 24 is that different than Syngenta AG executive committee? 25 Are they the same?</p>	<p>1 International AG. 2 Q. That's what's on your paycheck? 3 A. Yes. 4 Q. It says "To Christoph Maeder", and it has 5 the bank record "Syngenta International AG"? 6 A. I don't regularly look at my paychecks, 7 but that's what is on, yes. 8 Q. And just quickly, I'm going to go through 9 these and confirm your status very quickly. You are the 10 president of the board of Syngenta Agro AG? 11 A. Right. 12 Q. The president of the board of Syngenta 13 Crop Protection AG? 14 A. Right. 15 Q. President of the board of Syngenta Finance 16 AG? 17 A. Right. 18 Q. President of the board of Syngenta 19 International AG? 20 A. No, I am a member of the board. 21 Q. Who's president? 22 A. Mike Mack. 23 Q. You are president of the board of Syngenta 24 Participations AG? 25 A. I think so, yes.</p>
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<p>1 A. The executive committee oversees the 2 businesses of all Syngenta group companies. 3 Q. I see. 4 A. That's why I said it in the way I said it. 5 Q. And there were names -- you -- you used 6 the word in some of your documents "affiliates", some of 7 the ones were. What -- what does it mean to be an 8 affiliate company? 9 MR. POPE: Objection to the form of the 10 question. 11 THE WITNESS: An affiliate company is a 12 company held either directly or indirectly ultimately by 13 Syngenta AG. 14 BY MR. TILLERY: 15 Q. So it would be one of them in the 16 umbrella? 17 A. Right. 18 Q. Syngenta Crop Protection Inc. would be one 19 of those? 20 A. Right. 21 Q. Are you an employee of Syngenta AG? 22 A. I'm an employee of Syngenta International 23 AG. 24 Q. Do you collect a paycheck? 25 A. I collect a paycheck from Syngenta</p>	<p>1 Q. Okay. Who would be if it wasn't you? 2 A. No, it's me. 3 Q. All right. You're a member of the board 4 of Syngenta Crop Protection Inc.? 5 A. Yes. 6 Q. Have I left any out? 7 A. You've left out Syngenta Corporation, 8 you've left out the Spanish company. 9 Q. Those that you told me about before? 10 A. Right. 11 Q. Okay. 12 A. From memory. 13 Q. How do you allocate your time among these 14 different roles? 15 A. I do not allocate specifically or keep 16 record of allocation of time between my different roles 17 within Syngenta. 18 Q. Why is that? Why don't you keep your time 19 as to which of these jobs you allocate time to? 20 A. I have an overall role as head of my 21 department, which is eating up most of my time, and in 22 the context of that, I do many different things with 23 respect to many different legal entities in one or the 24 other way. 25 Q. Do you distinguish between your roles as a</p>

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<p>1 director for the companies or -- and as a member of</p> <p>2 Syngenta AG's executive committee, for example?</p> <p>3 MR. POPE: Objection to the form of the</p> <p>4 question. What do you mean "distinguish"?</p> <p>5 BY MR. TILLERY:</p> <p>6 Q. You can go ahead.</p> <p>7 A. If I -- acting as a board member of one of</p> <p>8 these companies, of course I act in that role.</p> <p>9 Q. Is it fair to say that you're working</p> <p>10 toward a common goal or for a common purpose in all</p> <p>11 these roles?</p> <p>12 A. For the common purpose of Syngenta group</p> <p>13 as a whole, yes.</p> <p>14 Q. Okay. The Rosental compound or site,</p> <p>15 is that where all of the Syngenta offices are located?</p> <p>16 A. Almost all of them, yes.</p> <p>17 MR. POPE: You mean in Switzerland?</p> <p>18 BY MR. TILLERY:</p> <p>19 Q. I mean in Switzerland, of course.</p> <p>20 A. We have -- sorry, I have to correct.</p> <p>21 If you mean Switzerland -- I meant you were referring to</p> <p>22 Basel.</p> <p>23 In Switzerland, it is the majority of people</p> <p>24 employed by Syngenta group companies in Switzerland, but</p> <p>25 not all of them. We have some other locations in</p>	<p>1 A. Yes, from memory, yes.</p> <p>2 Q. Syngenta Crop Protection AG?</p> <p>3 A. Yes.</p> <p>4 Q. Syngenta Finance AG?</p> <p>5 A. Yes.</p> <p>6 Q. Syngenta Iberoamerica AG?</p> <p>7 A. From memory, yes.</p> <p>8 Q. Syngenta International AG?</p> <p>9 A. Yes.</p> <p>10 Q. Syngenta Omega AG?</p> <p>11 A. From memory, yes.</p> <p>12 Q. Syngenta Overseas AG?</p> <p>13 A. Again, from memory, yes.</p> <p>14 Q. Syngenta Participations AG?</p> <p>15 A. Yes.</p> <p>16 Q. Syngenta South Asia AG?</p> <p>17 A. From memory, yes.</p> <p>18 Q. Syngenta Supply AG?</p> <p>19 A. Yes.</p> <p>20 Q. Syngenta Agro AG?</p> <p>21 A. It's located in Dielsdorf in Switzerland,</p> <p>22 but this is not in Basel.</p> <p>23 Q. I'm sorry, but what?</p> <p>24 A. In Dielsdorf, this is another canton of</p> <p>25 Switzerland.</p>
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<p>1 Switzerland where people are located.</p> <p>2 Q. In terms of leadership as well?</p> <p>3 A. In terms of -- not in terms of global</p> <p>4 leadership, no.</p> <p>5 Q. Global leadership would be in Basel?</p> <p>6 A. That's --</p> <p>7 Q. At the Rosenthal compound?</p> <p>8 A. Exactly. Exactly.</p> <p>9 Q. Right. Is that where the offices of the</p> <p>10 rest of the Syngenta AG executive committee members are</p> <p>11 located as well?</p> <p>12 A. That is correct.</p> <p>13 Q. Is that where the offices of the</p> <p>14 Syngenta AG board is located?</p> <p>15 A. They don't have specific offices, except</p> <p>16 for the chairman, and he sits in the same location.</p> <p>17 Q. How many employees does Syngenta AG have?</p> <p>18 A. Syngenta AG has no employees.</p> <p>19 Q. Just so we are clear as to which ones are</p> <p>20 located at this -- for the record, if I could go through</p> <p>21 this list and you tell me if I'm wrong on the list as to</p> <p>22 the ones that are located at Basel, the Rosental site:</p> <p>23 Syngenta Agro Services AG?</p> <p>24 A. Yes.</p> <p>25 Q. Syngenta Agri Services Asia AG?</p>	<p>1 Q. Okay. It has a Basel office, but it's not</p> <p>2 headquartered in Basel?</p> <p>3 A. No it doesn't.</p> <p>4 Q. It doesn't have a Basel office?</p> <p>5 A. No.</p> <p>6 Q. And there is a Ciba-Geigy Handels. Tell</p> <p>7 me -- tell me about that?</p> <p>8 A. This is an old company which, from memory,</p> <p>9 has one single asset, which is basically remote. It is</p> <p>10 not a -- an active company, from memory.</p> <p>11 Q. How many of these companies are direct</p> <p>12 subsidiaries of Syngenta AG?</p> <p>13 A. From memory, Syngenta International AG,</p> <p>14 Syngenta Participation AG, and I -- I couldn't tell you</p> <p>15 about the others. I -- I would need to look at the --</p> <p>16 the overall structure, the chart, which is quite</p> <p>17 complex. Those -- those two are the important ones of</p> <p>18 the list you just mentioned.</p> <p>19 Q. How does Syngenta AG transact business</p> <p>20 without any employees?</p> <p>21 A. Syngenta AG is a holding company listed on</p> <p>22 the stock exchange and it -- it acts not directly, but</p> <p>23 has subsidiaries or affiliate companies conducting the</p> <p>24 business.</p> <p>25 Q. In the compound or site where these</p>

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<p>1 businesses are located, are there separate indications</p> <p>2 for the names of separate businesses when you go to the</p> <p>3 Basel site?</p> <p>4 A. Basically, none.</p> <p>5 Q. It's all under the name "Syngenta", is it?</p> <p>6 A. Yes.</p> <p>7 Q. So if you went to your door, there would</p> <p>8 be nothing saying that it said that you were an employee</p> <p>9 of Syngenta International AG?</p> <p>10 A. There would be nothing.</p> <p>11 Q. It would say, "Syngenta"?</p> <p>12 A. It would say "Christoph Maeder".</p> <p>13 Q. Right. But outside there might be a sign</p> <p>14 saying "Syngenta"?</p> <p>15 A. That's right.</p> <p>16 Q. And would that be the same for all of the</p> <p>17 businesses there at Basel under the Syngenta umbrella?</p> <p>18 A. With a few exceptions, probably yes.</p> <p>19 Q. Do you know which exceptions --</p> <p>20 A. There might be signs where companies are</p> <p>21 listed on signs somewhere.</p> <p>22 Q. Do you remember any of those separate</p> <p>23 Syngenta sites?</p> <p>24 A. Not in detail.</p> <p>25 Q. Do you remember any of them at all? Can</p>	<p>1 specifically where they were from, would there be</p> <p>2 anything in that communication by email that would</p> <p>3 indicate they were from Syngenta Crop Protection Inc.?</p> <p>4 A. Most of the employees carry with their</p> <p>5 email their name and location, including the name of the</p> <p>6 company, in their address.</p> <p>7 Q. In their address?</p> <p>8 A. The email -- the email address would not</p> <p>9 be distinguishable.</p> <p>10 Q. The email alone wouldn't, but if they</p> <p>11 listed a separate address at the bottom of their</p> <p>12 message, it might?</p> <p>13 A. Right.</p> <p>14 Q. Okay. How many total Syngenta</p> <p>15 employees -- and when I say "Syngenta", I mean the</p> <p>16 umbrella Syngenta -- are there at Basel?</p> <p>17 A. In Basel, there are about 1,700 employees.</p> <p>18 Q. Are those 1,700 employees assigned to</p> <p>19 specific companies at that location, or do they work</p> <p>20 generally for the Syngenta umbrella?</p> <p>21 A. They are all employed by a specific</p> <p>22 Syngenta legal entity and not by the same, all of them.</p> <p>23 Q. Are they paid -- when they receive a</p> <p>24 check, are they paid on an account that designates the</p> <p>25 separate legal entity by which they are employed?</p>
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<p>1 you -- this is where your office is where you go to work</p> <p>2 every day. Can you tell me a single one of those?</p> <p>3 A. Not specifically at this moment in time,</p> <p>4 no.</p> <p>5 Q. It's all under "Syngenta"?</p> <p>6 A. Broadly, yes.</p> <p>7 Q. And -- and that's the same way it works in</p> <p>8 terms of communications with the -- with -- within the</p> <p>9 company outside the company: employees, staff,</p> <p>10 executives have a Syngenta email address; correct?</p> <p>11 MR. POPE: Objection to the form of the</p> <p>12 question. It sounds like two different questions to me.</p> <p>13 Go ahead.</p> <p>14 BY MR. TILLERY:</p> <p>15 Q. I'll -- if you're -- if you have a</p> <p>16 problem, I'll withdraw it.</p> <p>17 A. From -- as far as I'm aware, the Syngenta</p> <p>18 email address is --</p> <p>19 Q. Syngenta?</p> <p>20 A. -- for everybody, "syngenta.com" on a</p> <p>21 global basis.</p> <p>22 Q. Right, syngenta.com. If -- if a person</p> <p>23 from Syngenta Crop Protection sent an email address to</p> <p>24 somebody outside the Syngenta umbrella or within the</p> <p>25 Syngenta umbrella, if the person didn't know</p>	<p>1 A. Yes.</p> <p>2 Q. Which of those companies at the Basel</p> <p>3 location have the most employees, do you know?</p> <p>4 A. As far as I'm aware, it is Syngenta Crop</p> <p>5 Protection AG.</p> <p>6 Q. How many would it have?</p> <p>7 A. I couldn't tell you the exact number.</p> <p>8 Q. You just told me that Syngenta has no</p> <p>9 employees. Did they ever have -- Syngenta AG?</p> <p>10 A. Syngenta AG has no employees.</p> <p>11 Q. And did Syngenta AG ever have employees?</p> <p>12 A. No.</p> <p>13 Q. Do you know who Andreas Nyffeler is?</p> <p>14 A. No. Andreas Nyffeler?</p> <p>15 Q. Nyffeler, N-Y-F-F-E-L-E-R?</p> <p>16 A. I don't know Andreas Nyffeler, no.</p> <p>17 (Exhibit 3 marked for identification.)</p> <p>18 BY MR. TILLERY:</p> <p>19 Q. Let me show you what's been marked as</p> <p>20 exhibit number 3, if you would hand those other copies</p> <p>21 across. This is a document which was produced to us,</p> <p>22 and it bears a Bates number SYN019 -- I'm sorry, 0179191</p> <p>23 [sic]. It's marked as exhibit 3.</p> <p>24 Do you see the top of this where it says</p> <p>25 "Andreas Nyffeler", and it says "Product Manager SH.</p>

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<p>1 Syngenta AG"; do you see that?</p> <p>2 A. Yes.</p> <p>3 Q. Okay. Why would this -- why would</p> <p>4 Mr. Nyffeler -- does he have -- do you know what his</p> <p>5 association with the Syngenta companies is?</p> <p>6 A. I don't know Mr. Nyffeler -- we would --</p> <p>7 Q. I will try to say it right, I'm sorry.</p> <p>8 A. That's fine. It's a Swiss name.</p> <p>9 Nyffeler. I don't know Mr. Andreas Nyffeler at all.</p> <p>10 I know actively he has never been an employee of</p> <p>11 Syngenta AG.</p> <p>12 Q. Well, here we have a document produced to</p> <p>13 us which shows that he's a product manager, and it --</p> <p>14 and it says "Syngenta AG" at the top of it, doesn't it?</p> <p>15 A. That's what's on the document, yes.</p> <p>16 Q. Okay. I mean, this -- I just want you to</p> <p>17 know, this was given to us in this -- in discovery in</p> <p>18 this case. Do you have other communications that go out</p> <p>19 on Syngenta -- as Syngenta AG documents by employees</p> <p>20 designating it as Syngenta AG?</p> <p>21 MR. POPE: Objection to the form of the</p> <p>22 question.</p> <p>23 THE WITNESS: I know that, particularly in the</p> <p>24 first few years of Syngenta, some people were confusing</p> <p>25 names of legal entities and were using, as I assume</p>	<p>1 Q. And the telephone numbers and fax, are</p> <p>2 they all correct? Do they look good?</p> <p>3 A. The "323" I recognize as the right initial</p> <p>4 three digits, yes.</p> <p>5 Q. All right. And what would a product</p> <p>6 manager be?</p> <p>7 MR. POPE: Objection to form of the question.</p> <p>8 THE WITNESS: Product manager is somebody</p> <p>9 within the crop protection business who looks after one</p> <p>10 or several products.</p> <p>11 BY MR. TILLERY:</p> <p>12 Q. So is it your testimony, sir, that you've</p> <p>13 never seen anything like this before with anyone listed</p> <p>14 as an employee using letterhead like this designating</p> <p>15 them as a -- as a representative of Syngenta AG?</p> <p>16 A. I have, from memory, seen a couple of</p> <p>17 those what were mistakes at the time, and as -- as far</p> <p>18 as I came across them, I tried to correct them.</p> <p>19 Q. And -- and that would have been about --</p> <p>20 you think about the same time, about -- in the first</p> <p>21 few months following the creation of Syngenta?</p> <p>22 A. I have no other explanation for that than</p> <p>23 a mistake by Mr. Nyffeler, obviously.</p> <p>24 Q. And you think Mr. Nyffeler would have had</p> <p>25 the power and authority to create his own letterhead?</p>
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<p>1 here, erroneously "Syngenta AG" in some instances.</p> <p>2 We had these sort of cases, particularly at the</p> <p>3 beginning of the company.</p> <p>4 BY MR. TILLERY:</p> <p>5 Q. And this was at about what time?</p> <p>6 MR. POPE: Which was? Objection to form.</p> <p>7 BY MR. TILLERY:</p> <p>8 Q. This was 2003, I think.</p> <p>9 A. This was 11 months after the formation of</p> <p>10 Syngenta.</p> <p>11 Q. Okay. So you think that this could have</p> <p>12 been just a mistake?</p> <p>13 A. I think that could have been a mistake.</p> <p>14 Q. So when -- when he sent this out, it could</p> <p>15 be -- how would -- how would a mistake have resulted in</p> <p>16 Mr. Nyffeler having letterhead produced showing</p> <p>17 Syngenta AG as "Selective Herbicides" -- is that address</p> <p>18 correct, by the way, PO Box CH-4002 Basel; is that</p> <p>19 correct?</p> <p>20 A. That is correct. The address is --</p> <p>21 you would need to add the -- the name of the street to</p> <p>22 have the formal --</p> <p>23 Q. Okay.</p> <p>24 A. But nothing is wrong with PO Box 4002,</p> <p>25 Basel.</p>	<p>1 A. He should have followed --</p> <p>2 MR. POPE: Objection to the form of the</p> <p>3 question. That's gross speculation you're seeking here.</p> <p>4 Now, he's already said he doesn't know who he is.</p> <p>5 THE WITNESS: Mr. -- all I can say is, there</p> <p>6 was never an authorization for anybody to use</p> <p>7 Syngenta AG letterhead in the form as it's used here</p> <p>8 who was a product manager.</p> <p>9 BY MR. TILLERY:</p> <p>10 Q. All I'm trying to do is find out how this</p> <p>11 letterhead could have been created, or the document, and</p> <p>12 you're telling me you don't know how that could happen?</p> <p>13 Is that right?</p> <p>14 A. Other than through an error, I have no</p> <p>15 explanation for that.</p> <p>16 Q. All right. What is the policy on creating</p> <p>17 letterhead within the Syngenta group of companies?</p> <p>18 MR. POPE: Objection to the form of the</p> <p>19 question.</p> <p>20 THE WITNESS: The general rule is that</p> <p>21 everybody is required to use the letterhead of the</p> <p>22 company he or she is employed with.</p> <p>23 BY MR. TILLERY:</p> <p>24 Q. Who approves the creation of the</p> <p>25 letterhead?</p>

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<p>1 A. These letterheads are -- the rules have 2 been -- have been set out at the beginning of the 3 company by I think the communications department at the 4 time. These letterheads are created on the computers of 5 each and every employee. 6 Q. What does the "SH" behind "Product 7 Manager" mean? 8 A. I guess that's selective herbicides. 9 Q. Selective herbicides. Was there 10 such a position within the Syngenta companies of product 11 manager, selective herbicides? 12 A. There were, from my knowledge, several of 13 these positions, yes. 14 Q. And within which of the Syngenta group of 15 companies did people who were product managers in 16 selective herbicides work? 17 A. He presumably was employed at the time by 18 Syngenta Crop Protection AG. That's where it -- where 19 these people are located. 20 Q. But you don't know him? 21 A. I don't know Andreas Nyffeler, no. 22 (Exhibit 4 marked for identification.) 23 BY MR. TILLERY: 24 Q. I am going to hand you what's been marked 25 as number 4.</p>	<p>1 12 members? 2 A. It has 11 members at the time. 3 Q. Is there one person -- strike that. 4 Has it been changed by articles to limit it to 5 11 members, or is there just one member missing? 6 A. One member who had retired was not 7 replaced. It's not a change of the articles. 8 Q. Where does the Syngenta AG -- strike that. 9 With which entity are the formalities of 10 formation and corporate compliance required? Is it 11 Switzerland for Syngenta AG? With which country? 12 A. I'm not sure I understand the question 13 precisely. 14 Q. Do you -- in terms of corporate governance 15 and corporate formation and registration, all 16 compliances are done with Switzerland for Syngenta AG? 17 A. For Syngenta AG, yes. 18 Q. Any other compliance required for any 19 other country? 20 A. For Syngenta AG? 21 Q. Correct. 22 A. We have -- if -- if you understand as 23 compliance, we -- if you -- if you summarize it under 24 compliance, we have ADRs listed at the New York Stock 25 Exchange for Syngenta AG.</p>
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<p>1 A. Thank you. 2 Q. Can you identify the document, sir? 3 A. I recognize the document. 4 Q. What is it? 5 A. It's the group corporate governance report 6 of 2009. 7 Q. Could you take a look at page 2 of the 8 document, the group structure and shareholders. Did 9 you -- did you approve this document? 10 A. I approved that part of the document, yes. 11 Q. Did you -- is there any part of the 12 document that you didn't review and approve before it 13 went out? 14 A. I reviewed the whole document before it 15 went out. 16 Q. All right. On page 2, does the group 17 structure depicted in the diagram accurately reflect the 18 management of the Syngenta group of companies? 19 A. You're referring to the graph on page 2? 20 Q. That's correct. 21 A. The graph adequately reflects that, yes. 22 Q. And it's -- and it's accurate, too, isn't 23 it? 24 A. I think it's still, yes. 25 Q. Okay. Does the Syngenta AG board have</p>	<p>1 Q. Right. 2 A. And of course there we have compliance 3 obligations. 4 Q. All right. The boards of the other 5 Syngenta companies that we've talked about being at the 6 Rosental site in Basel consist of three members; 7 correct? 8 A. Most of them, from memory, yes. 9 Q. Are there any you recall that have more 10 than three members? 11 A. I couldn't answer with precision that 12 question. 13 Q. Why is there such a discrepancy between 14 the size of the boards, between the Syngenta AG board 15 and the subsidiary boards? 16 MR. POPE: Objection to the form of the 17 question. 18 THE WITNESS: The board of Syngenta AG -- 19 the board of Syngenta AG, of course, has the 20 responsibility to overlook the operations of the whole 21 group, whereas the boards of the subsidiaries have a 22 much more limited scope. 23 BY MR. TILLERY: 24 Q. Is the chief executive officer of 25 Syngenta AG on the Syngenta AG board?</p>

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<p>1 A. Yes, he is.</p> <p>2 Q. That's Michael Mack?</p> <p>3 A. Yes.</p> <p>4 Q. Is he the global head of all the Syngenta</p> <p>5 companies?</p> <p>6 A. He is not the global head of all the</p> <p>7 Syngenta companies. He is the CEO of the group.</p> <p>8 Q. How -- then how is my question wrong?</p> <p>9 MR. POPE: Objection to the form of the</p> <p>10 question.</p> <p>11 THE WITNESS: I was referring to the fact that</p> <p>12 the group companies have their own boards and have their</p> <p>13 own management teams.</p> <p>14 BY MR. TILLERY:</p> <p>15 Q. Who is Michael Mack actually employed by?</p> <p>16 A. By Syngenta International AG.</p> <p>17 Q. What is Martin Taylor's role with respect</p> <p>18 to the Syngenta AG board?</p> <p>19 A. He is the chairman of the board.</p> <p>20 Q. Do Martin Taylor and Michael Mack</p> <p>21 represent the interests of Syngenta as a whole towards</p> <p>22 authorities and business associations, both in</p> <p>23 Switzerland and internationally?</p> <p>24 A. That is correct.</p> <p>25 Q. How often does the board of Syngenta AG</p>	<p>1 executive committee, and describes the basic rules for</p> <p>2 the committees of the board.</p> <p>3 Q. Does that document have limited -- strike</p> <p>4 that.</p> <p>5 Is that document limited to only certain</p> <p>6 members of the Syngenta group of companies, in terms of</p> <p>7 access?</p> <p>8 A. The document itself is not -- not</p> <p>9 distributed to a vast number of Syngenta employees, yes.</p> <p>10 Q. Which -- which companies is it not</p> <p>11 distributed to?</p> <p>12 A. It is basically only distributed in</p> <p>13 Switzerland.</p> <p>14 Q. Okay. And it's not accessible to any</p> <p>15 other companies within the Syngenta group as well?</p> <p>16 A. Not automatically if not authorized by me.</p> <p>17 Q. Have you ever authorized it to be</p> <p>18 distributed?</p> <p>19 A. I don't recall that I have authorized it</p> <p>20 to be distributed outside Switzerland.</p> <p>21 Q. Is it filed with any governmental agency?</p> <p>22 A. Not to my knowledge.</p> <p>23 Q. Is it referenced in governmental</p> <p>24 publications?</p> <p>25 A. It might be. I -- I don't recall.</p>
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<p>1 meet?</p> <p>2 A. The board meets five or six times a year.</p> <p>3 Q. Is that in person?</p> <p>4 A. That is in person.</p> <p>5 Q. Is that in Basel?</p> <p>6 A. That is almost all of the time in Basel.</p> <p>7 The vast majority of the meetings are in Basel.</p> <p>8 Q. Do you remember one that wasn't in Basel?</p> <p>9 A. I remember about one every 18 months or</p> <p>10 so, yes.</p> <p>11 Q. Does the Syngenta AG board ever vote by</p> <p>12 written unanimous consent?</p> <p>13 A. It has done so, from memory, only</p> <p>14 twice since its formation. Once or twice, from memory.</p> <p>15 So the answer is, almost never.</p> <p>16 Q. Has Syngenta issued a document entitled</p> <p>17 "Regulations governing the internal organization of</p> <p>18 Syngenta AG"?</p> <p>19 A. Yes.</p> <p>20 Q. What is that document? Describe it for</p> <p>21 me, please.</p> <p>22 A. That is a document which describes the</p> <p>23 basic allocation of responsibility between the different</p> <p>24 bodies and management groups within Syngenta,</p> <p>25 particularly between the board of directors and the</p>	<p>1 Q. And why is it -- if it lays out the</p> <p>2 structure of governance over subsidiaries, why is it not</p> <p>3 distributed to the heads of the subsidiaries?</p> <p>4 A. Because it covers a whole range of -- of</p> <p>5 things which are of no relevance to those heads of</p> <p>6 subsidiaries and, therefore, we decided not to</p> <p>7 distribute it integrally as a document.</p> <p>8 Q. Do those regulations that we talked</p> <p>9 about -- and I -- the quote I saw was a document</p> <p>10 entitled "Regulations Governing the Internal</p> <p>11 Organization of Syngenta AG". Is that a correct</p> <p>12 statement?</p> <p>13 A. That is the -- the English title of it.</p> <p>14 Q. And -- I mean, how many pages to that</p> <p>15 document?</p> <p>16 A. Fifteen-ish, from memory.</p> <p>17 Q. Okay. Does the document govern the</p> <p>18 internal organizations of companies other than</p> <p>19 Syngenta AG?</p> <p>20 A. No.</p> <p>21 Q. Does it address the internal organization</p> <p>22 of Syngenta's global business segments?</p> <p>23 A. To a very limited degree only.</p> <p>24 Q. Does the Syngenta AG board exercise</p> <p>25 full and effective control of the Syngenta group of</p>

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<p>1 companies consistent with the Swiss code of obligations, 2 the Syngenta AG articles of incorporation and the 3 regulations governing the internal organization of 4 Syngenta AG? 5 A. That is correct. 6 Q. Are you the secretary of the Syngenta AG 7 board? 8 A. Yes, I am. 9 Q. Does that board have a chairman's 10 committee? 11 A. It has a chairman's committee. 12 Q. And it consists of four members? 13 A. It does. 14 Q. Including the chairman of the board and 15 the CEO? 16 A. Yes. 17 Q. Who are those people? Who are they? 18 A. Martin Taylor and Mike Mack. 19 Q. And you're the secretary of the chairman's 20 committee? 21 A. Yes. 22 Q. Does the chairman's committee approve 23 appointments to selected senior positions within the 24 Syngenta group of companies? 25 A. It does: a very small number, from</p>	<p>1 would look at that and see if that refreshes your 2 recollection. I think "Chairman's Committee" is at the 3 bottom, sir, if you want to look at it there. Halfway 4 through. Do you see it? 5 A. I was reacting to the term "on its -- on 6 its own authority", sorry. 7 MR. POPE: Read the whole thing through so you 8 know what the question is before you answer it. 9 THE WITNESS: Yes. 10 BY MR. TILLERY: 11 Q. Would you agree, though -- would you agree 12 with my statement now? 13 A. It approves the appointment -- sorry, 14 I have some troubles to read. Excuse me. It 15 approves -- it approves appointments to select the 16 senior positions in the way as I said, confirmed, to one 17 of your previous questions, yes. 18 Q. Yes, you agree? 19 A. (Witness nods head.) 20 Q. On the record -- 21 MR. POPE: Did your -- did your previous 22 question use the term "upon the request of the CEO"? 23 MR. TILLERY: I think it said does the 24 chairman's committee have authority to make appointments 25 to senior positions within the Syngenta companies.</p>
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<p>1 memory. 2 Q. Page 6 of the governance report, if you 3 want to reference it, says exactly that. It says that 4 the chairman's committee arrives appointments to 5 selected senior positions within the Syngenta group of 6 companies. 7 A. Yes. 8 Q. If you want to reference it? 9 A. No, no, it's all right. 10 Q. Okay. So you agree with that statement? 11 A. Yes. 12 Q. Does the chairman's committee approve 13 appointments to senior positions at Syngenta Crop 14 Protection AG, or at least have the power do that? 15 MR. POPE: Which is it? Which is your 16 question? Objection to the form of the question. 17 THE WITNESS: Senior positions at Syngenta 18 Crop Protection AG are approved by the board of 19 Crop Protection AG. 20 BY MR. TILLERY: 21 Q. Does the chairman's committee also have 22 authority to make appointments to senior positions 23 within the Syngenta companies on its own initiative? 24 A. It does not do that. 25 Q. Page 6 of the governance report, if you</p>	<p>1 MR. POPE: Okay. And this -- you asked him to 2 read the provision. It says: 3 "Upon request of the CEO, the Chairman's 4 Committee approves on its own authority appointments to 5 selected [committees] ..." 6 Is that the correct language you are pointing 7 to? 8 BY MR. TILLERY: 9 Q. When he says these things, just focus on 10 my question. He can make all the objections he wants. 11 Do they have that authority? 12 A. I was -- with my initial answer, I was 13 reacting to the language I understood in your question 14 to say "on its own initiative" -- "on its own authority" 15 I was reacting to the -- do they initiate -- my 16 understanding was, do they initiate, themselves, changes 17 in these positions, and the answer to that question is 18 no, because they do it upon request of the CEO. 19 Q. But they have the authority, don't they? 20 A. In the way as it's stated here, yes. 21 Q. Does the chairman's committee approve 22 capital investments and the acquisition of companies by 23 Syngenta AG subsidiaries? 24 A. Up to a certain financial limit, yes. 25 Q. What is that limit?</p>

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<p>1 A. In terms of capital, it's, from memory,</p> <p>2 US\$60 million; in terms of equity investments,</p> <p>3 US\$30 million.</p> <p>4 Q. That would include capital investments and</p> <p>5 acquisitions by companies like Syngenta Crop</p> <p>6 Protection Inc.?</p> <p>7 A. Yes.</p> <p>8 Q. Tell me when you -- if -- when you -- if</p> <p>9 you need to take a break at any time. We will keep</p> <p>10 going, otherwise.</p> <p>11 (Exhibit 5 marked for identification.)</p> <p>12 BY MR. TILLERY:</p> <p>13 Q. I'm going to show you what's been marked</p> <p>14 as exhibit number 5, sir.</p> <p>15 A. Thank you.</p> <p>16 Q. Before we get to that document -- you have</p> <p>17 seen this before; right?</p> <p>18 A. I need to look at it first.</p> <p>19 Q. While you're looking at it, this document</p> <p>20 is Bates number GRNVL0000081027 through 81030, and I'll</p> <p>21 represent to you, sir, this was produced to us in the</p> <p>22 course of this litigation as a document responsive to</p> <p>23 our document requests.</p> <p>24 Are you the head of legal and taxes for the</p> <p>25 Syngenta group of companies?</p>	<p>1 Syngenta employees, around all aspects of human</p> <p>2 resources, and so on.</p> <p>3 Q. And where is it maintained? Where is that</p> <p>4 database maintained?</p> <p>5 A. It is -- as -- as far as I understand, the</p> <p>6 overall umbrella of it is dealt with in Basel in terms</p> <p>7 of the headings, and so on, but it's fed into by several</p> <p>8 sources from around the world. There is information not</p> <p>9 only relating to Syngenta as a whole, but also</p> <p>10 information relating to operations in territories.</p> <p>11 Q. And would all of the Syngenta umbrella</p> <p>12 companies have access to that intranet?</p> <p>13 A. They would, in principle, have access to</p> <p>14 the intranet, but they won't have access to all the</p> <p>15 databases referenced in the intranet, of course.</p> <p>16 Q. There would be limited access to certain</p> <p>17 databases?</p> <p>18 A. To certain areas, I guess, yes.</p> <p>19 Q. And would that be limited by virtue of a</p> <p>20 person's position within one of the subsidiary</p> <p>21 companies?</p> <p>22 A. By virtue of -- of -- in the intranet,</p> <p>23 you can access -- as far as I know, you can access</p> <p>24 material which is relating to a certain group of people</p> <p>25 only or a certain part of the organization only, and</p>
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<p>1 A. I am.</p> <p>2 Q. From -- this document is entitled -- there</p> <p>3 are more components to it, but this document is entitled</p> <p>4 "Finance including Tax". What is this document from, or</p> <p>5 reference these pages, what are they extracted from?</p> <p>6 A. I -- it seems to me that this is an</p> <p>7 extract of -- from the intranet of Syngenta.</p> <p>8 Q. Intranet?</p> <p>9 A. Intranet, which is the internal network.</p> <p>10 Q. Okay. And -- and to whom --</p> <p>11 A. In the context -- in the context of</p> <p>12 reserved powers.</p> <p>13 Q. Okay. To whom would this document be sent</p> <p>14 to or available to?</p> <p>15 A. It would probably be available to the</p> <p>16 whole of Syngenta.</p> <p>17 Q. When you say "the whole of Syngenta", does</p> <p>18 that mean the employees of all of the subsidiaries as</p> <p>19 well?</p> <p>20 A. Basically, yes, who have access to the</p> <p>21 intranet.</p> <p>22 Q. What is the intranet?</p> <p>23 A. The intranet is the internal</p> <p>24 information -- main internal information platform where</p> <p>25 all sorts of internal information is available to</p>	<p>1 that information would not be available to everybody.</p> <p>2 Q. Let's just talk about, while we're on this</p> <p>3 topic, studies, scientific studies. Is there a location</p> <p>4 for those scientific studies within the Syngenta group</p> <p>5 of companies?</p> <p>6 A. I -- I guess there is one or several</p> <p>7 locations where those people who need to have access can</p> <p>8 have access, but that's not on the general intranet</p> <p>9 site.</p> <p>10 Q. It's not on the intranet site?</p> <p>11 A. As far as I'm aware, no.</p> <p>12 Q. Are you familiar with the Syngenta group</p> <p>13 treasury policy?</p> <p>14 A. Broadly. Broadly familiar, yes.</p> <p>15 Q. Okay.</p> <p>16 A. Not in any shape of detail.</p> <p>17 Q. You are the head, though, of legal and</p> <p>18 taxes for the whole group?</p> <p>19 A. Syngenta is organized such that the</p> <p>20 treasury department is part of the finance organization,</p> <p>21 whereas the tax group is part of my organization.</p> <p>22 Q. Okay.</p> <p>23 A. So I am not responsible for treasury at</p> <p>24 all.</p> <p>25 Q. What -- what is the Syngenta group</p>

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<p>1 treasury? What is it?</p> <p>2 A. This is a part of -- of the corporate</p> <p>3 finance organization who deals with capital market</p> <p>4 transactions and internal funding matters for the group</p> <p>5 as a whole.</p> <p>6 Q. And just for the purposes of terms, before</p> <p>7 we get into questions, when we talk about "affiliate</p> <p>8 capital structure" or "affiliated corporate entities",</p> <p>9 these include the subsidiaries of Syngenta AG?</p> <p>10 A. That's my understanding.</p> <p>11 Q. And this, for these documents, as we go</p> <p>12 through this, so I don't have to keep saying the same</p> <p>13 thing, would include as affiliates Syngenta Crop</p> <p>14 Protection Inc.?</p> <p>15 A. That's my understanding.</p> <p>16 Q. All right. Now, if you'd look at this</p> <p>17 first page of that document --</p> <p>18 MR. POPE: Exhibit number 5?</p> <p>19 MR. TILLERY: Yes, sir.</p> <p>20 BY MR. TILLERY:</p> <p>21 Q. And I'm going to refer to it as 1027. If</p> <p>22 you look at the bottom, that Bates range number, 1027 of</p> <p>23 exhibit 5, page 1, okay.</p> <p>24 Is it true that the affiliate funding team has</p> <p>25 the power to approve or reject changes to the capital</p>	<p>1 Syngenta group treasury; correct? Under this document.</p> <p>2 A. The reserved power asks that group company</p> <p>3 to consult with the Syngenta group treasury before they</p> <p>4 implement it locally, yes.</p> <p>5 Q. And this is the reserved power -- if you</p> <p>6 look under "Source", it says here at "Source", "Syngenta</p> <p>7 Group Treasury policy". Where is the Syngenta group</p> <p>8 treasury policy? Is that a document?</p> <p>9 A. That is a policy document which -- which</p> <p>10 exists, yes.</p> <p>11 Q. And where is it? Who has it? The</p> <p>12 financial people?</p> <p>13 A. The financial -- the financial people have</p> <p>14 it, yes.</p> <p>15 Q. Okay. And where is Syngenta group</p> <p>16 treasury located? Where are they?</p> <p>17 A. The majority of it is located in Basel.</p> <p>18 They have group treasury people also in some</p> <p>19 territories.</p> <p>20 Q. When you say a territory, what do you</p> <p>21 mean?</p> <p>22 A. We have some treasury functions in the</p> <p>23 United States, we have some treasury functions in</p> <p>24 countries like Brazil, and there are some people in</p> <p>25 regional office in Singapore, and so on. So there are a</p>
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<p>1 structure of Syngenta AG subsidiaries?</p> <p>2 A. Are you referring to a specific part of</p> <p>3 that page 1, sorry?</p> <p>4 Q. Yes, I'm just looking at this document,</p> <p>5 if we can, the top of that page, where it says the</p> <p>6 responsible reserved power is affiliate funding team in</p> <p>7 Syngenta group treasury, and then it says above it, it</p> <p>8 gives a rationale for reserving the power, and one of</p> <p>9 those would be global tax optimization?</p> <p>10 A. Right.</p> <p>11 Q. Okay. So then it gives examples: an</p> <p>12 additional share capital in any Syngenta company to</p> <p>13 replace debt. Do you see where I'm reading that?</p> <p>14 A. Yes.</p> <p>15 Q. Okay:</p> <p>16 "Establishment of a new Syngenta subsidiary</p> <p>17 company in a country either to replace a third party</p> <p>18 distributor or to carry on a new trade."</p> <p>19 And then it talks about thresholds for</p> <p>20 application, which triggers this sort of issue; right?</p> <p>21 A. Right.</p> <p>22 Q. All right. So if a subsidiary wanted to</p> <p>23 establish a new subsidiary or issue additional share</p> <p>24 capital to replace debt, it would have to receive</p> <p>25 authorization from the affiliate funding team in</p>	<p>1 couple of people dispersed across the organization.</p> <p>2 Q. And these people are appointed to the</p> <p>3 Syngenta group treasury position?</p> <p>4 A. The group in Basel is called the group</p> <p>5 treasury -- is called group treasury for Syngenta as a</p> <p>6 whole. They have functional colleagues in the</p> <p>7 respective territories in a limited number.</p> <p>8 Q. Is --</p> <p>9 A. They are appointed by the local companies</p> <p>10 they are employed with.</p> <p>11 Q. And the Syngenta group treasury, is that a</p> <p>12 separate entity or is that the name of a working group</p> <p>13 within the Syngenta group of companies?</p> <p>14 A. The latter. It's the name of -- of one</p> <p>15 part of the finance organization.</p> <p>16 Q. And who heads up the Syngenta group</p> <p>17 treasury?</p> <p>18 A. That's the head of group treasury.</p> <p>19 Q. Who? Who is that?</p> <p>20 A. It's a gentleman called Nik Zuercher.</p> <p>21 Q. Would you spell his name for the reporter,</p> <p>22 please?</p> <p>23 A. Yes, N-I-K, his first name, and then</p> <p>24 Zuercher is Z-U-E-R-C-H-E-R.</p> <p>25 Q. And the rationale for reserving that power</p>

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<p>1 to the affiliate funding team is so Syngenta can</p> <p>2 optimize taxes on a global level?</p> <p>3 A. Funding -- funding and taxes.</p> <p>4 Q. Does the affiliate funding team in</p> <p>5 Syngenta group treasury -- let me strike that question</p> <p>6 and go back to something you said.</p> <p>7 The people who serve on this funding team,</p> <p>8 do you know how many there are on this?</p> <p>9 A. I -- I don't know with precision. A</p> <p>10 couple of them.</p> <p>11 Q. And do you know from what companies they</p> <p>12 come?</p> <p>13 A. This is mainly a group located in Basel</p> <p>14 working together with their partners in the territories.</p> <p>15 Q. What I'm saying is, do you know where --</p> <p>16 these employees are all employees of some -- of some</p> <p>17 Syngenta company; correct?</p> <p>18 A. Yes.</p> <p>19 Q. And do you know from where or which of</p> <p>20 these subsidiaries -- subsidiaries they are employed?</p> <p>21 A. Some of them I guess are employed in Basel</p> <p>22 by Syngenta, either International AG or Crop Protection</p> <p>23 AG.</p> <p>24 Q. Do you know for sure?</p> <p>25 A. I don't know for sure who is employed</p>	<p>1 Q. And that, again, comes from the Syngenta</p> <p>2 group treasury policy; correct?</p> <p>3 A. Right.</p> <p>4 Q. So Syngenta Crop Protection Inc. doesn't</p> <p>5 have the reserved power to decide whether to issue its</p> <p>6 own dividend?</p> <p>7 A. Syngenta Crop Protection -- the competent</p> <p>8 corporate body of Syngenta Crop Protection Inc. has to</p> <p>9 formally decide on the dividend to be paid out to its</p> <p>10 shareholders.</p> <p>11 Q. Well, how does that jibe with the document</p> <p>12 you just read that grants reserved power to the Syngenta</p> <p>13 group treasury policy to do exactly that? It says to --</p> <p>14 for group tax optimization and balance sheet management,</p> <p>15 that's the rationale for reserving the power, they have</p> <p>16 the reserved power over dividend payments from the</p> <p>17 affiliate or subsidiaries, including Syngenta Crop</p> <p>18 Protection Inc., don't they?</p> <p>19 A. "Reserved power" means that they are being</p> <p>20 consulted by the affiliated company before the competent</p> <p>21 bodies of the affiliated company take the formal</p> <p>22 decision around dividends. That is what this means.</p> <p>23 Q. Well, it means, though, that they have the</p> <p>24 ultimate power to do these things, doesn't it?</p> <p>25 MR. POPE: Objection to the form of the</p>
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<p>1 by -- by which legal entity.</p> <p>2 Q. And then some of them are -- are appointed</p> <p>3 from some of the other entities in territories, as you</p> <p>4 suggest?</p> <p>5 A. There are treasury people who work</p> <p>6 together with that team in Basel in different</p> <p>7 territories, from my knowledge.</p> <p>8 Q. Do you know how often they get together?</p> <p>9 A. No, I don't.</p> <p>10 Q. And if you look at the bottom of that</p> <p>11 page, the affiliate dividend payments, do you see that?</p> <p>12 The affiliate funding team in Syngenta group treasury</p> <p>13 has the reserved power, okay, and that relates, of</p> <p>14 course, to dividend payments of subsidiaries, and the</p> <p>15 example they give is "annual dividend process from all</p> <p>16 dividends through to intermediate holding companies and</p> <p>17 ultimately through to Syngenta AG"; correct?</p> <p>18 A. That's what it says, yes.</p> <p>19 Q. Does the affiliate funding team in</p> <p>20 Syngenta group treasury have the power over the process</p> <p>21 of dividend payments from subsidiaries so that they can</p> <p>22 control those payments all the way through to</p> <p>23 Syngenta AG?</p> <p>24 A. They have the reserved power to coordinate</p> <p>25 that process, yes.</p>	<p>1 question.</p> <p>2 BY MR. TILLERY:</p> <p>3 Q. Within the Syngenta group of governance,</p> <p>4 these -- this entity has -- or this group has the</p> <p>5 ultimate authority, doesn't it?</p> <p>6 MR. POPE: Objection to the form of the</p> <p>7 question.</p> <p>8 THE WITNESS: The formal decision is taken by</p> <p>9 the competent body of the legal entity who pays out the</p> <p>10 dividend. These people are responsible for coordinating</p> <p>11 these funds flows --</p> <p>12 BY MR. TILLERY:</p> <p>13 Q. Show me --</p> <p>14 A. -- on a global basis.</p> <p>15 Q. Show me where it says they're responsible</p> <p>16 for coordinating it?</p> <p>17 A. That is what's implied in the -- in the</p> <p>18 term "reserved power", as I understand it.</p> <p>19 Q. And -- and show me where any document --</p> <p>20 can you point me to any document anywhere in anything</p> <p>21 you've ever read where it says that its reserved power</p> <p>22 authority puts them in an advisory position only?</p> <p>23 MR. POPE: Objection to the form of the</p> <p>24 question.</p> <p>25 BY MR. TILLERY:</p>

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<p>1 Q. Do you know one? Can you send me to one</p> <p>2 to look at?</p> <p>3 MR. POPE: Objection to the form of the</p> <p>4 question.</p> <p>5 THE WITNESS: I -- I cannot do that out of my</p> <p>6 memory, no.</p> <p>7 BY MR. TILLERY:</p> <p>8 Q. Which, as you say, competent corporate</p> <p>9 body at Crop Protection Inc., Syngenta Crop</p> <p>10 Protection Inc., declares the dividend?</p> <p>11 A. It's -- I'm not familiar with -- with --</p> <p>12 with the details of -- of that. It's either the board</p> <p>13 or --</p> <p>14 Q. You're on the board of Syngenta Crop</p> <p>15 Protection Inc. --</p> <p>16 A. Yes.</p> <p>17 MR. POPE: Don't interrupt him when he's</p> <p>18 answering a question, Mr. Tillery. You said you weren't</p> <p>19 going to do that.</p> <p>20 THE WITNESS: The board is taking a resolution</p> <p>21 around the dividend payment.</p> <p>22 BY MR. TILLERY:</p> <p>23 Q. When has that ever happened?</p> <p>24 A. I -- I don't remember it.</p> <p>25 Q. I can show you all of the unanimous</p>	<p>1 declare a dividend at Syngenta Crop Protection without a</p> <p>2 record of it by the board?</p> <p>3 A. I am not.</p> <p>4 Q. That would be a board record, wouldn't it?</p> <p>5 A. That's what I guess, yes.</p> <p>6 Q. And do you recall a record, ever seeing a</p> <p>7 record of Syngenta Crop Protection Inc. board voting on</p> <p>8 a dividend issuance?</p> <p>9 A. Not at this point in time, sorry.</p> <p>10 Q. Is it your testimony, sir, that the</p> <p>11 Syngenta Crop Protection -- strike that.</p> <p>12 Syngenta Crop Protection then, under these</p> <p>13 reserved powers, has no authority to refuse to pay a</p> <p>14 dividend if it is instructed to pay one by the affiliate</p> <p>15 funding team; correct?</p> <p>16 MR. POPE: Objection to the form of the</p> <p>17 question.</p> <p>18 THE WITNESS: The question about dividends is</p> <p>19 discussed between group treasury and the respective</p> <p>20 affiliates, and it's done in coordination with each</p> <p>21 other. That's my understanding.</p> <p>22 BY MR. TILLERY:</p> <p>23 Q. All right. Let me -- let me read this</p> <p>24 back to you, because I'd like an answer to this</p> <p>25 question: Syngenta Crop Protection Inc. has no</p>
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<p>1 meeting consents since 2000 for Syngenta Crop</p> <p>2 Protection.</p> <p>3 A. Right.</p> <p>4 Q. Do you remember one time where you</p> <p>5 declared a dividend payment?</p> <p>6 A. I remember several times, but not with</p> <p>7 precision when it was.</p> <p>8 Q. Which time? When did that happen?</p> <p>9 A. I -- I don't have it in my memory.</p> <p>10 Q. And you say the board did that?</p> <p>11 A. From memory, yes.</p> <p>12 Q. And the board then would have had minutes</p> <p>13 reflecting that action, wouldn't it?</p> <p>14 A. That -- that is as I -- I can't recall it</p> <p>15 at this point in time.</p> <p>16 Q. Do you -- do you know how a dividend would</p> <p>17 ever be issued by a board without some record being</p> <p>18 created showing that a vote took place?</p> <p>19 A. No.</p> <p>20 Q. I'm sorry?</p> <p>21 A. No -- sorry, can you repeat my --</p> <p>22 your question, sorry.</p> <p>23 Q. Yes.</p> <p>24 A. I was too quick.</p> <p>25 Q. Are you -- are you aware of how you would</p>	<p>1 authority to refuse to pay a dividend if it is</p> <p>2 instructed to pay one by the affiliate funding team;</p> <p>3 correct?</p> <p>4 MR. POPE: Objection to the form of the</p> <p>5 question. He's already answered that question.</p> <p>6 THE WITNESS: Sorry, I --</p> <p>7 MR. POPE: You have already answered the</p> <p>8 question.</p> <p>9 THE WITNESS: The question of -- of rejection,</p> <p>10 as far as I'm aware, has never been an issue because the</p> <p>11 pay-out process of the -- of the dividends from</p> <p>12 affiliated companies is discussed between the relevant</p> <p>13 players in advance of making those decisions.</p> <p>14 BY MR. TILLERY:</p> <p>15 Q. When you say the relevant players --</p> <p>16 A. The financial -- the financial officers</p> <p>17 of -- of the respective companies, together with group</p> <p>18 treasury.</p> <p>19 Q. And who at Syngenta Crop Protection is the</p> <p>20 financial officer who would make the decision to issue a</p> <p>21 dividend? Syngenta Crop Protection Inc.</p> <p>22 A. The financial officer responsible for</p> <p>23 Syngenta Crop Protection Inc. is Jason Fogden --</p> <p>24 Q. Is he at --</p> <p>25 A. -- and he would be the contact person for</p>

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<p>1 the group treasury.</p> <p>2 Q. And have you ever seen a record where</p> <p>3 Jason Fogden authorized the issuance of a dividend?</p> <p>4 A. I don't recall such a document.</p> <p>5 Q. Is it your testimony that Jason Fogden has</p> <p>6 the authority to refuse to pay a dividend if it is --</p> <p>7 if it's instructed to pay one by the affiliate funding</p> <p>8 team?</p> <p>9 A. That is not my testimony.</p> <p>10 Q. He would not have such authority, would</p> <p>11 he?</p> <p>12 A. Again, I assume these things are being</p> <p>13 discussed so that the question of a refusal is never an</p> <p>14 issue at all.</p> <p>15 Q. Well, just in terms of pure authority,</p> <p>16 Jason Fogden, Syngenta Crop Protection Inc. Are you</p> <p>17 telling me he has the authority to refuse to pay a</p> <p>18 dividend if it is -- if there is one instructed to be</p> <p>19 paid by the affiliate funding team?</p> <p>20 MR. POPE: Objection. Hypothetical.</p> <p>21 THE WITNESS: I'm not telling you that.</p> <p>22 BY MR. TILLERY:</p> <p>23 Q. He doesn't have that authority, does he?</p> <p>24 A. I was not saying that. I was saying I'm</p> <p>25 not telling you that he has the authority.</p>	<p>1 are working on these issues, and this is a team effort</p> <p>2 to come up with the right proposal.</p> <p>3 Q. When you say "Syngenta Corporation", is</p> <p>4 that a separate distinct legal entity?</p> <p>5 A. It is.</p> <p>6 Q. And that entity is located where?</p> <p>7 A. In Wilmington, Delaware.</p> <p>8 Q. And they have what role in deciding how</p> <p>9 much Syngenta Crop Protection Inc.'s dividend to be</p> <p>10 paid?</p> <p>11 A. Syngenta Corporation is the holding</p> <p>12 company for our US activities as a whole, and they</p> <p>13 coordinate treasury, dividends and tax aspects for the</p> <p>14 United States.</p> <p>15 Q. Does the affiliate funding team have</p> <p>16 ultimate authority over whether a Syngenta company can</p> <p>17 guarantee the debt of another Syngenta company?</p> <p>18 A. It works in the same way, as I understand,</p> <p>19 as the dividend process: they are -- they have to be</p> <p>20 consulted before such guarantees are being issued.</p> <p>21 Q. Actually, if you look at the document, and</p> <p>22 that's at 28, and at the top of 28, the issuance of</p> <p>23 guarantees and letters of awareness, and it reserves</p> <p>24 responsible reserved power to the affiliate funding</p> <p>25 team, and it gives an example, doesn't it? The second</p>
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<p>1 Q. Does he have that authority?</p> <p>2 A. All I can say is that he is discussing</p> <p>3 with his group treasury colleagues the pay-out process</p> <p>4 for the dividend.</p> <p>5 Q. Is the rationale for reserving the power</p> <p>6 over dividends to the affiliate funding team so that</p> <p>7 Syngenta AG can optimize taxes and manage balance sheets</p> <p>8 on a global basis?</p> <p>9 A. That, and on top of that, manage its</p> <p>10 funding structures, yes. These are the main drivers for</p> <p>11 that.</p> <p>12 Q. Who decides the amount of the dividend</p> <p>13 from Syngenta Crop Protection Inc.?</p> <p>14 A. Again, the proposal for the amount is made</p> <p>15 in cooperation between the financial controller of</p> <p>16 the -- of Crop Protection Inc. and the treasury team.</p> <p>17 Q. So you're saying that Jason Fogden and the</p> <p>18 treasury team made that decision?</p> <p>19 A. Together with the corporate finance people</p> <p>20 in the United States, yes.</p> <p>21 Q. And who were the corporate finance people</p> <p>22 in the United States who made that decision?</p> <p>23 A. There are people working in our -- in our</p> <p>24 office in Wilmington within Sandoz -- excuse me, within</p> <p>25 Syngenta Corporation, there are people in Greensboro who</p>	<p>1 example would be any guarantee letter from a Syngenta</p> <p>2 affiliate to a bank or a lender to guarantee or support</p> <p>3 a loan given to another Syngenta affiliate?</p> <p>4 A. Right.</p> <p>5 Q. And the reason for reserving that power --</p> <p>6 that's not reserving a recommendation, it says "power"</p> <p>7 there, doesn't it?</p> <p>8 A. It does.</p> <p>9 Q. Okay. And the reserve -- the reason or</p> <p>10 rationale for reserving it is because of risk</p> <p>11 management; right?</p> <p>12 A. Yes, financial risk management.</p> <p>13 Q. Financial risk management. So an</p> <p>14 affiliate or subsidiary could not guarantee a loan to</p> <p>15 another one without getting authorization from the</p> <p>16 affiliate funding team; correct?</p> <p>17 A. That's what this document says.</p> <p>18 Q. And you don't disagree with the document,</p> <p>19 do you?</p> <p>20 A. I have no reason to disagree with that</p> <p>21 document.</p> <p>22 Q. All right. Does the affiliate funding</p> <p>23 team have ultimate authority over whether a Syngenta</p> <p>24 company can borrow money from an outside source like a</p> <p>25 bank?</p>

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<p>1 A. That is my understanding.</p> <p>2 Q. So Syngenta Crop Protection couldn't get a</p> <p>3 \$10 million loan from a US bank without getting</p> <p>4 authorization from the affiliate funding team; correct?</p> <p>5 A. As far as I know, they -- there are</p> <p>6 agreements in place around certain thresholds above</p> <p>7 which these authorizations or reserved power have to be</p> <p>8 granted, but up to a certain limit, I guess that's an</p> <p>9 agreement that they can do it without going back.</p> <p>10 Q. Are you saying there is --</p> <p>11 A. But that's not in this --</p> <p>12 Q. It's not here in this document?</p> <p>13 A. It's not in this thing, but that's my</p> <p>14 understanding of their -- of their working practices.</p> <p>15 Q. But from what you're saying here in terms</p> <p>16 of this document that your attorneys gave to me, okay,</p> <p>17 in response to our discovery request, this document says</p> <p>18 that they would have to seek approval from the affiliate</p> <p>19 funding team to do that; correct?</p> <p>20 A. Yes. All I'm saying is, I don't know</p> <p>21 whether that's being done on a single-case basis or</p> <p>22 whether it's done -- but it cannot be done within</p> <p>23 certain limits on a general basis, on a more general</p> <p>24 basis.</p> <p>25 Q. Now, according to these documents, the</p>	<p>1 A. I don't know.</p> <p>2 Q. The rationale for reserving the authority</p> <p>3 to the affiliate funding team is so Syngenta AG can</p> <p>4 optimize funding costs globally across all Syngenta</p> <p>5 companies; correct?</p> <p>6 A. You are on page -- on which page now?</p> <p>7 Q. That would be the same page we were</p> <p>8 looking at. I was looking at the rationale.</p> <p>9 A. The rationale for banking relationships?</p> <p>10 Q. Yes. So that the reserved power rationale</p> <p>11 for limiting the establishment of new banking</p> <p>12 relationship is because the group funding and financing</p> <p>13 cost optimizations: globally agreed relationships</p> <p>14 minimize transaction costs. Right?</p> <p>15 A. Right. The group wants to limit the</p> <p>16 number of banks the affiliated company deals with in</p> <p>17 order to optimize costs of these banking relationships.</p> <p>18 Q. Where does Syngenta Crop Protection Inc.</p> <p>19 bank?</p> <p>20 A. I don't know.</p> <p>21 Q. What is transfer pricing, sir?</p> <p>22 A. Transfer pricing in a tax context is</p> <p>23 determining the price for supply of goods between</p> <p>24 affiliated companies.</p> <p>25 Q. Does the Syngenta group of companies have</p>
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<p>1 same one we're going through, Syngenta Crop</p> <p>2 Protection Inc. couldn't even establish a new banking</p> <p>3 relationship with a bank not on Syngenta AG's approved</p> <p>4 bank list without authorization for the affiliate</p> <p>5 funding team, could it?</p> <p>6 MR. POPE: Are you on page 29 now?</p> <p>7 BY MR. TILLERY:</p> <p>8 Q. I think that's right.</p> <p>9 A. My understanding is that the concept of</p> <p>10 establishing new banking relationships is being</p> <p>11 consulted between the group treasury team and the</p> <p>12 affiliate finance people, yes.</p> <p>13 Q. So the answer to my -- you would agree</p> <p>14 with my statement?</p> <p>15 A. That is what this document says.</p> <p>16 Q. All right. You have no reason to doubt</p> <p>17 it, the accuracy of the document? It is your document?</p> <p>18 A. I have no reason to -- to -- to doubt the</p> <p>19 accuracy of the document. My understanding is, however,</p> <p>20 that, of course, in practical terms, there are general</p> <p>21 agreements in place between those people responsible</p> <p>22 around the details of that. I couldn't tell you --</p> <p>23 Q. Do you know what those details are?</p> <p>24 A. No, I don't.</p> <p>25 Q. All right. Are they in writing?</p>	<p>1 one central transfer pricing manual?</p> <p>2 A. Yes, it does.</p> <p>3 Q. Who directs the transfer pricing in the --</p> <p>4 in the group of Syngenta companies?</p> <p>5 A. On a group basis, this is the head of</p> <p>6 group taxation.</p> <p>7 Q. I'm sorry?</p> <p>8 A. On a group basis, this is the head of</p> <p>9 group taxation.</p> <p>10 Q. I see. I'm sorry. I didn't understand</p> <p>11 you.</p> <p>12 And is it true that all transfer prices between</p> <p>13 Syngenta AG subsidiaries must be set in accordance with</p> <p>14 the global transfer pricing policy?</p> <p>15 A. Yes.</p> <p>16 Q. So Syngenta Crop Protection Inc. must</p> <p>17 price the products and services it provides to other</p> <p>18 Syngenta AG subsidiaries in accordance with the</p> <p>19 global transfer pricing policy?</p> <p>20 A. In accordance with the policy, yes.</p> <p>21 Q. Does Syngenta Crop Protection Inc.</p> <p>22 do that?</p> <p>23 A. As far as I am aware, yes.</p> <p>24 Q. The Syngenta group taxation team is</p> <p>25 responsible for setting the global transfer pricing</p>

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<p>1 policy?</p> <p>2 A. That is right.</p> <p>3 Q. Who are those people?</p> <p>4 A. This is a group of people led by a</p> <p>5 gentleman called Peter Schreiner, S-C-H-R-E-I-N-E-R.</p> <p>6 Q. Where are they headquartered?</p> <p>7 A. Peter is located in Basel.</p> <p>8 Q. And who also is part of the group?</p> <p>9 A. He entertains -- he has a group with</p> <p>10 himself sitting in Basel, but he has, of course,</p> <p>11 contacts in different parts of the organization as well.</p> <p>12 Q. Who does Peter work for directly?</p> <p>13 A. He reports to me.</p> <p>14 Q. So he is a person who is employed by</p> <p>15 Syngenta --</p> <p>16 A. International AG.</p> <p>17 Q. -- International AG?</p> <p>18 A. Yes.</p> <p>19 Q. How many people are in this group?</p> <p>20 A. The group he has in Basel is about</p> <p>21 six people.</p> <p>22 Q. Are they all employed by the same company?</p> <p>23 A. Yes.</p> <p>24 Q. AG, International AG?</p> <p>25 A. International AG. But, again, the network</p>	<p>1 take a break.</p> <p>2 THE VIDEOGRAPHER: Going off the record. The</p> <p>3 time is 10:59. End of tape 1, volume I of the</p> <p>4 videotaped deposition of Christoph Maeder.</p> <p>5 (10:59 a.m.)</p> <p>6 (Break taken.)</p> <p>7 (11:15 a.m.)</p> <p>8 THE VIDEOGRAPHER: This is the beginning of</p> <p>9 videotape number 2, volume I in the videotaped</p> <p>10 deposition of Christoph Maeder. Going back on the</p> <p>11 record. The time is 11:16. Thank you.</p> <p>12 BY MR. TILLERY:</p> <p>13 Q. Could Syngenta Crop Protection Inc. refuse</p> <p>14 to sell properties to other Syngenta subsidiaries or</p> <p>15 affiliates at the price set by the transfer pricing</p> <p>16 manual?</p> <p>17 A. The prices of products sold between group</p> <p>18 companies is set between the involved group companies</p> <p>19 based on the guidelines from the global tax --</p> <p>20 Q. Right.</p> <p>21 A. -- transfer pricing policy.</p> <p>22 Q. What if they decided they didn't want to</p> <p>23 do that? Could they do that?</p> <p>24 A. Again, these things are resolved in</p> <p>25 consultation with each other, and the question of</p>
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<p>1 he entertains to discuss transfer pricing matter is not</p> <p>2 only comprised of people directly working for him, but</p> <p>3 working in other parts of the organization, and they are</p> <p>4 then employed by other legal entities, possibly.</p> <p>5 Q. It's to look at it globally, in other</p> <p>6 words, is what you're saying?</p> <p>7 A. To?</p> <p>8 Q. To look at it globally?</p> <p>9 A. Exactly. And these are mainly people from</p> <p>10 the finance function as well as the global supply</p> <p>11 function, as you would expect. Can I ask for a break?</p> <p>12 MR. POPE: A break, certainly. Do you want to</p> <p>13 finish one question?</p> <p>14 BY MR. TILLERY:</p> <p>15 Q. One question.</p> <p>16 A. Yes, please.</p> <p>17 Q. Just so we can move on to another topic.</p> <p>18 A. Of course.</p> <p>19 Q. The rationale for reserving the authority</p> <p>20 over global transfer pricing policy is so Syngenta AG</p> <p>21 can optimize taxes and manage risk on a global level?</p> <p>22 A. And by managing -- that's right, and by</p> <p>23 managing risk, that also means being compliant with the</p> <p>24 tax rules all around the world.</p> <p>25 MR. TILLERY: All right. Thank you. We will</p>	<p>1 refusal has never come up, to the best of my</p> <p>2 recollection.</p> <p>3 Q. Let's talk about it in the context of what</p> <p>4 their authority would be. Would, in your view, they</p> <p>5 have the authority or the power to simply reject the</p> <p>6 transfer pricing model set up by the Syngenta group that</p> <p>7 establishes it globally?</p> <p>8 MR. POPE: Objection to the form of the</p> <p>9 question.</p> <p>10 THE WITNESS: I'm not sure I can answer more</p> <p>11 than what I've just said: the question of whether they</p> <p>12 have the power to refuse has never been a practical</p> <p>13 issue since these discussions are taking place in</p> <p>14 cooperation with each other, and so far it always has</p> <p>15 been a solution to these questions.</p> <p>16 (Exhibit 6 marked for identification.)</p> <p>17 BY MR. TILLERY:</p> <p>18 Q. I want to show you what's been marked as</p> <p>19 exhibit 6, if you could pass those others on. This</p> <p>20 document deals with legal and transactions; correct,</p> <p>21 sir?</p> <p>22 A. That's what it says, yes.</p> <p>23 Q. This is in your group; right?</p> <p>24 A. Yes.</p> <p>25 Q. And is this from that same source?</p>

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<p>1 A. As far as I can see, yes.</p> <p>2 Q. And this is, as you said, a document</p> <p>3 that's on the intranet; correct?</p> <p>4 A. As far as I know, yes.</p> <p>5 Q. What is the source document for exhibit 5</p> <p>6 and exhibit 6? From which other document is it</p> <p>7 extracted?</p> <p>8 A. You are referring to this legal and</p> <p>9 transaction document specifically?</p> <p>10 Q. Yes, and the other one as well, if you</p> <p>11 look at that one that is in front of you. What was the</p> <p>12 source document for these two exhibits?</p> <p>13 A. It is, as far as I can see, different</p> <p>14 sources with respect to a lot of the financial reserved</p> <p>15 power rules, it is the treasury policy with respect to</p> <p>16 the legal and transaction, it is other policies, or it's</p> <p>17 the rules around the organization.</p> <p>18 Q. Who created these documents?</p> <p>19 A. These documents were, as far as -- to the</p> <p>20 best of my recollection, were created in the context of</p> <p>21 a project a couple of years ago to put these rules</p> <p>22 comprehensively, or as comprehensively as necessary, on</p> <p>23 the intranet. People from my department were involved</p> <p>24 in -- in putting that up in the form as they have been.</p> <p>25 Q. When you say your department, by whom were</p>	<p>1 the first page, under "Acquisition of companies and</p> <p>2 associated companies"; do you see that?</p> <p>3 A. Yes.</p> <p>4 Q. In order to make an acquisition of another</p> <p>5 company, no matter what size, a Syngenta group company</p> <p>6 must -- must first get approval from the board of</p> <p>7 Syngenta AG; correct?</p> <p>8 MR. POPE: Objection. Does it say "of any</p> <p>9 size" here on the paper you're looking at?</p> <p>10 MR. TILLERY: Yes, it does.</p> <p>11 BY MR. TILLERY:</p> <p>12 Q. Go ahead, sir. You can answer.</p> <p>13 A. That was the reserved power rule up to a</p> <p>14 certain point. This document does not reflect</p> <p>15 accurately today's rules, which are slightly different.</p> <p>16 Q. Okay. So -- so what you're saying is a</p> <p>17 document was produced to us that's no longer in effect</p> <p>18 in response to our request for production?</p> <p>19 A. I realized -- excuse me.</p> <p>20 Q. In response to our request for production,</p> <p>21 a document was given to us that's not accurate; is that</p> <p>22 what you're saying?</p> <p>23 MR. POPE: Objection to the form of the</p> <p>24 question.</p> <p>25 THE WITNESS: I'm not saying that. I'm</p>
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<p>1 these people employed?</p> <p>2 A. By Syngenta International AG.</p> <p>3 Q. And who were those people who did it?</p> <p>4 A. The head of that group from my department</p> <p>5 was Jonathan Sullivan, sitting at this table.</p> <p>6 Q. Jonathan?</p> <p>7 A. Sullivan.</p> <p>8 Q. Sullivan?</p> <p>9 A. The gentleman sitting here.</p> <p>10 Q. He is an attorney?</p> <p>11 A. He is an attorney.</p> <p>12 Q. And Mr. Sullivan is the one who is the --</p> <p>13 at least worked to coordinate or create these documents?</p> <p>14 A. Sorry, I missed --</p> <p>15 Q. He worked to coordinate --</p> <p>16 A. He worked at the time to do that.</p> <p>17 Q. Okay. Who did he have with him -- with</p> <p>18 him creating these documents?</p> <p>19 A. Creating these documents?</p> <p>20 Q. Right.</p> <p>21 A. From the best of my knowledge, this was a</p> <p>22 group of people composed of finance people, legal</p> <p>23 people, tax people, who were putting these things</p> <p>24 together.</p> <p>25 Q. If you look at exhibit 6, under the -- on</p>	<p>1 saying that --</p> <p>2 BY MR. TILLERY:</p> <p>3 Q. Well --</p> <p>4 A. -- the rules reflected in that document</p> <p>5 around reserved powers for acquisition of companies is</p> <p>6 no longer the one which is applicable with respect to</p> <p>7 thresholds, because we have since introduced a threshold</p> <p>8 for up to a certain limit where not the board of</p> <p>9 directors decides, but the chairman's committee of the</p> <p>10 board decides.</p> <p>11 Q. Okay.</p> <p>12 A. And the limit is US\$30 million.</p> <p>13 Q. Okay. So the --</p> <p>14 A. That's a slight variation of what is here.</p> <p>15 Q. All right. Let's just see if we can</p> <p>16 clarify now. In order to make an acquisition of another</p> <p>17 company of US\$30 million or under, an affiliate or</p> <p>18 subsidiary, let's say Syngenta Crop Protection Inc.,</p> <p>19 would have to first get approval from the executive</p> <p>20 committee?</p> <p>21 A. The support from the executive committee.</p> <p>22 The executive committee has no approval power in that</p> <p>23 respect.</p> <p>24 Q. Okay. Then if there was above 30 million</p> <p>25 American, they would have -- the reserved power for</p>

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<p>1 approval would be with the board of directors of</p> <p>2 Syngenta AG?</p> <p>3 A. Up to US\$30 million, it would be the</p> <p>4 chairman's committee of the board of Syngenta AG.</p> <p>5 Q. Up 30 million?</p> <p>6 A. Yes.</p> <p>7 Q. Okay. And then after 30 million it's the</p> <p>8 board?</p> <p>9 A. The board of directors.</p> <p>10 Q. All right. And the source for this is</p> <p>11 regulations governing the internal organization of</p> <p>12 Syngenta; that's the document that you said you keep in</p> <p>13 Switzerland. Right?</p> <p>14 A. That's correct.</p> <p>15 Q. It was the source of it, and would you</p> <p>16 agree with me that this document, taken from that</p> <p>17 regulation governing the internal organization of</p> <p>18 Syngenta AG, was put on the Syngenta group of companies</p> <p>19 intranet?</p> <p>20 A. At the time, yes.</p> <p>21 Q. Well, is it on there now? Is it still on</p> <p>22 there?</p> <p>23 A. It is on now, but there seems to be a</p> <p>24 mistake in the document reflected on the intranet</p> <p>25 inasmuch as it does no longer reflect that 30 million</p>	<p>1 have to be approved by the chairman's committee of the</p> <p>2 board; above \$60 million, they have to be approved by</p> <p>3 the full board.</p> <p>4 Q. And that's by any Syngenta subsidiary?</p> <p>5 A. That is a reserved power irrespective of</p> <p>6 what the legal entity is.</p> <p>7 Q. Just so we're clear, that applies to all</p> <p>8 Syngenta subsidiaries, including Syngenta Crop</p> <p>9 Protection?</p> <p>10 A. Right.</p> <p>11 Q. Are there any other reserved powers that</p> <p>12 you haven't told me about that are within or contained</p> <p>13 within the regulations governing the internal</p> <p>14 organization of Syngenta AG?</p> <p>15 A. Again, I don't have an exact recollection</p> <p>16 of the whole document, but there are reserved powers</p> <p>17 around capital investments, in the form I just told you;</p> <p>18 about appointment of key positions, such as members of</p> <p>19 the executive committee of Syngenta or the head of</p> <p>20 internal audit, that's also a reserved power to the</p> <p>21 board.</p> <p>22 I'm -- from the best of my memory, I don't know</p> <p>23 whether there are -- I don't think there are other</p> <p>24 people appointed in there.</p> <p>25 There is a reserved power about other strategic</p>
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<p>1 threshold introduced after the production of that</p> <p>2 intranet site.</p> <p>3 Q. Rationale for reserving the power over</p> <p>4 subsidiary acquisitions to Syngenta, the board,</p> <p>5 depending on the level, as you said, is so Syngenta AG</p> <p>6 can control global governance of its subsidiaries and</p> <p>7 manage risk on a global basis; correct?</p> <p>8 A. That's correct.</p> <p>9 Q. All right. Are there other reservations</p> <p>10 of power to the Syngenta AG board contained in the</p> <p>11 regulations governing the internal organizations of</p> <p>12 Syngenta AG?</p> <p>13 A. There are some others, yes.</p> <p>14 Q. What are they?</p> <p>15 A. They are mainly around equity investments,</p> <p>16 as we see here; they are around --</p> <p>17 Q. I didn't understand.</p> <p>18 A. Equity investments. This is the</p> <p>19 acquisition of companies and -- acquisition and</p> <p>20 divestment of companies. They are around capital</p> <p>21 investment and they are around appointments of --</p> <p>22 Q. Okay. Could you specify what those are</p> <p>23 for the record, please?</p> <p>24 A. For example, the capital investments above</p> <p>25 a certain threshold, which is \$30 million, from memory,</p>	<p>1 decision for the -- a general rule about other strategic</p> <p>2 decision of group importance, which -- "of fundamental</p> <p>3 significance" is I think is the wording, which have to</p> <p>4 be taken by the board.</p> <p>5 Q. How does -- how does the document</p> <p>6 regulations governing the internal organization of</p> <p>7 Syngenta AG define those circumstances which are in the</p> <p>8 realm of fundamental significance?</p> <p>9 A. From the best of my knowledge, it does not</p> <p>10 further define them by thresholds or any other</p> <p>11 descriptors. It just leaves them as -- as these</p> <p>12 terms -- in these terms.</p> <p>13 Q. Does it give discretion within a</p> <p>14 particular board to make a determination as to what</p> <p>15 category falls within this particular latter group that</p> <p>16 you just described?</p> <p>17 A. By the nature of -- of that description,</p> <p>18 there is a judgment involved which has to be applied</p> <p>19 properly.</p> <p>20 Q. Anything else you recall about the</p> <p>21 document entitled "Regulations governing the internal</p> <p>22 organization of Syngenta AG" that -- in terms of</p> <p>23 reserved powers to Syngenta AG, the board?</p> <p>24 A. For example, there are reserved powers</p> <p>25 around nominations of members of the board of group</p>

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<p>1 companies.</p> <p>2 Q. That's under the HR heading?</p> <p>3 A. You could call it -- under the appointment</p> <p>4 section, yes. There are -- there is a -- a reserved</p> <p>5 power around initiation of settlement of legal disputes</p> <p>6 of fundamental significance, I think are the words,</p> <p>7 for corporate purposes. What else?</p> <p>8 So it's HR, capital, equity, there is -- there</p> <p>9 is -- and then there is this other strategic position of</p> <p>10 fundamental importance, legal -- initiation of legal --</p> <p>11 lawsuits or settlement of lawsuits of strategic</p> <p>12 importance, and there is also the entering into</p> <p>13 agreements of fundamental importance for the group,</p> <p>14 I think is another clause. I think these are the</p> <p>15 categories, from memory.</p> <p>16 Q. The -- the regulations governing the</p> <p>17 internal organization of Syngenta AG, who created those?</p> <p>18 A. This is a document which Swiss law</p> <p>19 requires companies to create in furtherance of its</p> <p>20 articles of incorporation, and they have to be approved</p> <p>21 by the board of directors.</p> <p>22 Q. And do they have to be filed with the</p> <p>23 Swiss government?</p> <p>24 A. No.</p> <p>25 Q. But they have to be created in compliance</p>	<p>1 116, "Establishment of companies and associated</p> <p>2 companies"; do you see that section? Do you see that?</p> <p>3 A. Yes.</p> <p>4 Q. All right. And that, of course, comes</p> <p>5 from the same source, regulations governing the internal</p> <p>6 organization of Syngenta AG. Here we deal with the</p> <p>7 rationale for governing being the governance and risk</p> <p>8 management, appropriate tax structure, and it talks</p> <p>9 about the limitations in the column entitled "Threshold</p> <p>10 for application", and then it describes, with a number,</p> <p>11 which group would have the reserved power for approval;</p> <p>12 correct?</p> <p>13 A. Right.</p> <p>14 Q. So, if I'm reading this correctly --</p> <p>15 I just want to go through and make sure I understand the</p> <p>16 document correctly -- if Syngenta Crop Protection wanted</p> <p>17 to establish a new company or a joint venture with a</p> <p>18 capital value above US\$25 million, it would have to get</p> <p>19 approval from Syngenta AG board; correct?</p> <p>20 A. That's what this document says, yes.</p> <p>21 Q. If Syngenta Crop Protection wanted to</p> <p>22 establish a new company or a joint venture with a</p> <p>23 capital value between 10 million and 25 million, it</p> <p>24 would have to get approval from the chairman's</p> <p>25 committee of Syngenta AG's board?</p>
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<p>1 with Swiss law?</p> <p>2 A. Right.</p> <p>3 Q. And what are the criteria which must be</p> <p>4 met in the creation? Do they have, under Swiss law,</p> <p>5 certain things that have to be set out and detailed in</p> <p>6 that document?</p> <p>7 A. Swiss law, mandatory Swiss law, describes</p> <p>8 what the non-delegatable, as it's called, the</p> <p>9 non-delegatable responsibilities of the board of</p> <p>10 directors are, and it also describes which -- which --</p> <p>11 in broad terms, it describes which sort of governance</p> <p>12 regulations the board has to decide in those rules</p> <p>13 around the organization of the company, around</p> <p>14 decision making, the financial plans, delegation of</p> <p>15 management power to an executive committee, and so on.</p> <p>16 Q. When was it created?</p> <p>17 A. It was created at -- at the beginning of</p> <p>18 Syngenta, and -- it was already then.</p> <p>19 Q. It was in existence at the time Syngenta</p> <p>20 was created?</p> <p>21 A. It was part of the --</p> <p>22 Q. Forming documents.</p> <p>23 A. Exactly, I was looking for that term:</p> <p>24 of the forming documents, yes. Excuse me.</p> <p>25 Q. Now, if you look on to -- and we are on</p>	<p>1 A. Right.</p> <p>2 Q. And if it wanted -- if Syngenta Crop</p> <p>3 Protection Inc. wanted to establish a new company or a</p> <p>4 joint venture with a capital value below 10 million, it</p> <p>5 would have to get approval from the Syngenta AG</p> <p>6 executive committee; is that right?</p> <p>7 A. That's correct.</p> <p>8 Q. And, likewise, it has to request approval</p> <p>9 from these same three Syngenta AG authorities to sell a</p> <p>10 company as well; right?</p> <p>11 A. That's right.</p> <p>12 Q. And the Syngenta AG entity that would have</p> <p>13 to approve it is reflected depending upon the sale</p> <p>14 price; correct?</p> <p>15 A. That's right.</p> <p>16 Q. So if the sale were more than 25 million,</p> <p>17 Syngenta Crop Protection Inc. would have to get approval</p> <p>18 from the Syngenta board; correct?</p> <p>19 A. 30 million.</p> <p>20 Q. Thirty, I'm sorry. Did I say 30?</p> <p>21 A. That is an equity transaction you are</p> <p>22 referring to; right?</p> <p>23 Q. If they were selling it, it would be 30,</p> <p>24 then?</p> <p>25 A. It's the same as for acquisitions.</p>

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<p>1 Q. All right. Okay. An affiliate or</p> <p>2 subsidiary would have to request approval from these</p> <p>3 same three authorities to acquire product lines or</p> <p>4 licenses as well; correct?</p> <p>5 MR. POPE: When you say "three", you mean,</p> <p>6 again, approve one of them, depending on the -- on the</p> <p>7 size of the transaction?</p> <p>8 MR. TILLERY: Correct.</p> <p>9 MR. POPE: Not all three.</p> <p>10 BY MR. TILLERY:</p> <p>11 Q. And he's right. I got loose, we shouldn't</p> <p>12 do that. I'm sorry.</p> <p>13 So it would be the board -- you knew what I was</p> <p>14 saying --</p> <p>15 A. Yes.</p> <p>16 Q. -- but so we know, it's the board of</p> <p>17 directors of Syngenta, the chairman's committee is</p> <p>18 number two and the Syngenta executive committee is</p> <p>19 number three, so we have understood each other.</p> <p>20 A. That's what it says, yes.</p> <p>21 Again, if I may add, excuse me for that, these</p> <p>22 thresholds have been reviewed, and I am -- I am</p> <p>23 absolutely sure in the context of equity transactions</p> <p>24 that the 30 million threshold for the chairman's</p> <p>25 committee has been introduced. I am not sure whether</p>	<p>1 Q. Yes, assuming that number is correct.</p> <p>2 A. That is right.</p> <p>3 Q. And if the patent license cost less than</p> <p>4 10 million, Syngenta Crop Protection Inc. would have to</p> <p>5 get approval from the Syngenta AG executive committee?</p> <p>6 A. Yes. That has been increased to 30, but,</p> <p>7 yes, the system is such.</p> <p>8 Q. Does the internal organization, the</p> <p>9 document that we've been referring to, does it contain a</p> <p>10 request -- let me strike -- strike that question.</p> <p>11 Is there a formal way in which a subsidiary</p> <p>12 requests approval for making one of these purchases or</p> <p>13 sales? How does that happen?</p> <p>14 A. If a group company has a proposal to make</p> <p>15 under these reserved powers, it is made through either</p> <p>16 the crop protection or the seeds divisional management</p> <p>17 lines or through finance, as the case may be, or</p> <p>18 business development, whatever -- whatever the</p> <p>19 functional owner of the subject is, to the executive</p> <p>20 committee.</p> <p>21 Q. So it would come up through -- in the case</p> <p>22 of crop protection, it would come up through Mr. Atkins'</p> <p>23 office through Syngenta Crop Protection AG?</p> <p>24 A. That is the way how it's handled.</p> <p>25 Q. All right. Are you personally authorized</p>
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<p>1 the thresholds under product lines and licenses, whether</p> <p>2 they have been changed as well in the context of the</p> <p>3 changes implemented when the equity transaction was</p> <p>4 implemented, but the system has been maintained.</p> <p>5 Q. The system is maintained; it is just that,</p> <p>6 as time goes by, the thresholds might change?</p> <p>7 A. And the threshold change is reflecting the</p> <p>8 growth of the company over time.</p> <p>9 Q. Yes. And would that be something that --</p> <p>10 again, that would be handled by the people in your</p> <p>11 office at your organization?</p> <p>12 A. Basically, yes. You mean the change -- by</p> <p>13 "handling", you mean the changes --</p> <p>14 Q. Yes. Thank you, sir, yes.</p> <p>15 A. Okay.</p> <p>16 Q. Clarifying on this one point on -- on</p> <p>17 page 117, if Syngenta Crop Protection Inc. wanted -- and</p> <p>18 assuming these numbers -- the thresholds are still</p> <p>19 accurate, and I know that they may change, but assuming</p> <p>20 those are still accurate, and so we're clear, if</p> <p>21 Syngenta Crop Protection wanted to acquire a patent</p> <p>22 license from some other entity for more than</p> <p>23 \$25 million, it would have to get approval from the</p> <p>24 Syngenta AG board?</p> <p>25 A. According to the --</p>	<p>1 to approve requests of Syngenta Crop Protection on</p> <p>2 behalf of the Syngenta AG executive committee?</p> <p>3 A. Sorry, I am not sure I understand the</p> <p>4 question.</p> <p>5 Q. Are you authorized to approve requests of</p> <p>6 Syngenta Crop Protection while you serve as a board</p> <p>7 member of Syngenta Crop Protection AG? Do you</p> <p>8 understand what I'm saying? Yeah, and I may have said</p> <p>9 Syngenta Crop Protection instead of Syngenta Crop</p> <p>10 Protection Inc.</p> <p>11 MR. POPE: Why don't we rephrase it, Steve.</p> <p>12 THE WITNESS: Please. Can you specify what</p> <p>13 you --</p> <p>14 BY MR. TILLERY:</p> <p>15 Q. Let me -- let me -- let me start over,</p> <p>16 excuse me.</p> <p>17 A. Okay.</p> <p>18 Q. How do you distinguish between your role</p> <p>19 as member of the Syngenta AG executive committee and</p> <p>20 your role as a member of the board of Syngenta Crop</p> <p>21 Protection Inc.?</p> <p>22 A. Under the system of reserved powers, if a</p> <p>23 request from Syngenta Crop Protection Inc. has to be</p> <p>24 dealt with by the executive committee, I am part of that</p> <p>25 body to -- to -- to make that support decision. If</p>

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<p>1 I then are asked to formally approve it under the</p> <p>2 governance rules of Syngenta Crop Protection Inc., I am</p> <p>3 part of a respective board resolution.</p> <p>4 Q. Okay. Why don't --</p> <p>5 A. Which is formalized according to the</p> <p>6 standard rules.</p> <p>7 Q. Well, do you represent the interests of</p> <p>8 Syngenta Crop Protection Inc. when you act on the</p> <p>9 Syngenta AG executive committee?</p> <p>10 A. I am not making a distinction if I look at</p> <p>11 a request, whether that's being presented under the --</p> <p>12 through the lens of Crop Protection Inc. only. I am</p> <p>13 there sitting at the table of the executive committee</p> <p>14 with a lens to Syngenta as a whole, with a view to</p> <p>15 Syngenta as a whole.</p> <p>16 Q. It is for the global issues of the -- of</p> <p>17 the Syngenta group of companies, isn't it?</p> <p>18 MR. POPE: Objection to the form of the</p> <p>19 question.</p> <p>20 THE WITNESS: By the nature of a group</p> <p>21 executive committee, it deals with global aspects,</p> <p>22 representing thereby, as well, the interests of the</p> <p>23 different parts of the organization as well as it can.</p> <p>24 BY MR. TILLERY:</p> <p>25 Q. If you move to page 18, if Syngenta Crop</p>	<p>1 questions with respect to smaller numbers, but whatever</p> <p>2 the level would be would -- would be dictated by this --</p> <p>3 by this document, indicating the source of authority</p> <p>4 that they would have to get it from; correct?</p> <p>5 A. The system -- the system of reserved power</p> <p>6 is the same in these instances where the pre-approval</p> <p>7 has to be taken by the competent body, according to</p> <p>8 these rules, and the final legal -- legally binding</p> <p>9 decision has to be then taken by the relevant corporate</p> <p>10 body of the respective legal entity.</p> <p>11 Q. If that same --</p> <p>12 A. Without that last decision, nothing will</p> <p>13 happen, of course.</p> <p>14 Q. And if that same plant in Illinois cost</p> <p>15 between 5 and 20 million, according to this document,</p> <p>16 Syngenta Crop Protection Inc. would first have to get</p> <p>17 approval from the Syngenta AG executive committee?</p> <p>18 A. That is the system here, yes.</p> <p>19 Q. If Syngenta Crop Protection Inc. wanted to</p> <p>20 enter into a consulting contract with an Illinois</p> <p>21 consulting company for \$750,000, it would have to get</p> <p>22 approval from an individual member of the Syngenta AG</p> <p>23 executive committee, wouldn't it?</p> <p>24 A. According to that list of thresholds,</p> <p>25 I think that's right, yes.</p>
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<p>1 Protection wanted to buy or sell real property,</p> <p>2 intellectual property, product lines or even enter into</p> <p>3 a consulting contract, it would have to get approval</p> <p>4 from someone outside -- and I may have misspoken.</p> <p>5 I left out the "Inc.?" Okay. Sorry. Let me start</p> <p>6 over.</p> <p>7 A. I would have asked.</p> <p>8 Q. All right. Excuse me. The question is</p> <p>9 withdrawn.</p> <p>10 If Syngenta Crop Protection Inc. wanted to buy</p> <p>11 or sell real property, intellectual property, product</p> <p>12 lines or even enter into a consulting contract, it would</p> <p>13 have to get approval from someone outside Syngenta Crop</p> <p>14 Protection Inc.; correct?</p> <p>15 A. Above the relevant threshold, it would</p> <p>16 have to get the support according to the reserved power</p> <p>17 described in here.</p> <p>18 Q. If Syngenta wanted -- Syngenta Crop</p> <p>19 Protection Inc. wanted to buy a new plant in Illinois</p> <p>20 for more than \$50 million, it would have to first get</p> <p>21 approval from the Syngenta AG board, wouldn't it?</p> <p>22 A. Again, from memory, the threshold is now</p> <p>23 at 60 million, but don't take me by that. Above that</p> <p>24 threshold, that's true.</p> <p>25 Q. And we can -- I could go through the same</p>	<p>1 Q. What is the capital approvals committee?</p> <p>2 A. This is a committee -- a subcommittee of</p> <p>3 the Syngenta executive committee consisting of I think</p> <p>4 four members of the executive committee plus a couple of</p> <p>5 other officers who are dealing with all capital</p> <p>6 investments of Syngenta above a certain threshold.</p> <p>7 Q. Do you remember who these people are, sir?</p> <p>8 A. On the -- the committee is chaired by</p> <p>9 Mark Peacock. Members are John Atkin; John Ramsay, the</p> <p>10 CFO; James Halliwell, the group financial controller.</p> <p>11 Who else? It is Davor Pisk, the -- the COO of seeds,</p> <p>12 and maybe one or -- or the other people. I am not a</p> <p>13 member of it.</p> <p>14 Q. What does the committee do?</p> <p>15 A. The committee reviews capital proposals</p> <p>16 for the group.</p> <p>17 Q. What is the business -- business systems</p> <p>18 committee?</p> <p>19 A. The business systems committee is another</p> <p>20 subcommittee of the executive committee which basically</p> <p>21 deals with IT system, if I may simplify it like that,</p> <p>22 information technology system, around the world.</p> <p>23 Q. And could you tell me who sits on that</p> <p>24 committee?</p> <p>25 A. That committee is chaired by Mark Peacock,</p>

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<p>1 again, the head of global operations. The standing</p> <p>2 members of this committee from the SEC table are</p> <p>3 John Ramsay, the CFO; John Atkin, the head of crop</p> <p>4 protection; Davor Pisk, the head of seeds;</p> <p>5 Robert Berendes, the head of business development; and</p> <p>6 Mike Mack, the CEO. But it's chaired not by Mike, but</p> <p>7 chaired by Mark Peacock.</p> <p>8 Q. Both of these, the capital approvals</p> <p>9 committee and the business systems committee, are in</p> <p>10 Basel?</p> <p>11 A. Yes.</p> <p>12 Q. And by whom are these individuals who</p> <p>13 occupy these seats on these committees employed?</p> <p>14 A. The members of the executive committee,</p> <p>15 as I mentioned, they are all employed by Syngenta</p> <p>16 International AG. I think the same is true for</p> <p>17 James Halliwell in the CAC committee.</p> <p>18 Q. That's the capital approvals committee?</p> <p>19 A. The capital approval committee, excuse me,</p> <p>20 yes.</p> <p>21 Q. They're all Syngenta International AG?</p> <p>22 A. As far as I know, yes. By the way,</p> <p>23 Martin Walker, I forgot Martin Walker in the business</p> <p>24 systems committee. He is head of Syngenta business</p> <p>25 services, as we call it.</p>	<p>1 document --</p> <p>2 A. Yes, that's all right.</p> <p>3 Q. -- issue capital expenditure limits or</p> <p>4 approval limits?</p> <p>5 A. Under -- below the threshold of where the</p> <p>6 capital approval committee is relevant, that is the case</p> <p>7 in -- in alignment with the capital approval charter of</p> <p>8 the CAC, yes.</p> <p>9 Q. And do you know what those are?</p> <p>10 A. I don't know the details of that, no.</p> <p>11 Q. And do those limits apply globally across</p> <p>12 all Syngenta AG subsidiaries, as far as you know?</p> <p>13 A. I don't think that the same thresholds</p> <p>14 apply to each and every legal entity, but they are</p> <p>15 kind of adapted to the size of operations.</p> <p>16 Q. So I saw in some reference that entities</p> <p>17 above a certain amount of -- of --</p> <p>18 A. Turnover.</p> <p>19 Q. -- yes, revenues, had one level and</p> <p>20 another one had another?</p> <p>21 A. I think that's -- that my recollection,</p> <p>22 yes.</p> <p>23 Q. With that -- with that clarification,</p> <p>24 would those guidelines apply to all subsidiaries</p> <p>25 globally?</p>
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<p>1 Q. Okay.</p> <p>2 A. He is also employed in Basel.</p> <p>3 Q. Do you know what the finance sanctioning</p> <p>4 process guideline is?</p> <p>5 A. I know that the document exists. I don't</p> <p>6 know any details of it.</p> <p>7 Q. Do you know what in general it deals with,</p> <p>8 sir?</p> <p>9 A. It deals with the -- as far as my</p> <p>10 recollection is, it deals with the financial transaction</p> <p>11 technicalities which have to be taken throughout the</p> <p>12 group. So it does not deal with capital investment</p> <p>13 decisions.</p> <p>14 Q. Is that a document that Syngenta Crop</p> <p>15 Protection Inc. would have access to?</p> <p>16 A. I don't know actively that question -- the</p> <p>17 answer to that question, excuse me.</p> <p>18 Q. Does that guideline apply globally across</p> <p>19 all Syngenta AG subsidiaries?</p> <p>20 A. As far as I know, yes.</p> <p>21 Q. Does the Syngenta group finance department</p> <p>22 issue capital expenditure approval limits?</p> <p>23 A. Sorry, excuse me, can you rephrase?</p> <p>24 Q. Absolutely. Does the Syngenta group</p> <p>25 finance department -- I was just referencing this</p>	<p>1 A. That's my understanding.</p> <p>2 Q. Do you know what Syngenta company the</p> <p>3 Syngenta group finance department is part of? Is it</p> <p>4 also Syngenta International AG?</p> <p>5 A. A part of it is in Syngenta International</p> <p>6 AG. There are people, I guess, who are employed by</p> <p>7 Syngenta Crop Protection AG as well.</p> <p>8 Q. And it's in Basel as well?</p> <p>9 A. Basically in Basel. They have some</p> <p>10 network contacts in the different territories as well.</p> <p>11 Q. Now, that is not part of Syngenta Finance</p> <p>12 AG?</p> <p>13 A. No.</p> <p>14 Q. It's a different group?</p> <p>15 A. Syngenta Finance AG, to my knowledge -- to</p> <p>16 the best of my recollection, has no employees. It's an</p> <p>17 intermediate finance company.</p> <p>18 Q. The chairman's committee of the</p> <p>19 Syngenta AG board appoints the members of the boards of</p> <p>20 all Syngenta AG subsidiaries with sales exceeding</p> <p>21 \$150 million under this document; correct?</p> <p>22 A. Which part are you referring to, please?</p> <p>23 Q. I will show you. That's page 120.</p> <p>24 A. 120? You were saying the board?</p> <p>25 Q. It says that -- yes, "Appointments to</p>

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<p>1 Boards of Directors of Group companies" is the title.</p> <p>2 A. Right.</p> <p>3 Q. And the rationale for reserving the</p> <p>4 power --</p> <p>5 A. Is governance.</p> <p>6 Q. -- is governance, and the responsible</p> <p>7 reserved power is, number one, the chairman's committee,</p> <p>8 and, number two, the Syngenta executive committee, and</p> <p>9 the threshold application is sales over 150 million and</p> <p>10 sales under 150 million?</p> <p>11 A. Yes.</p> <p>12 Q. And the source is, again, the regulations</p> <p>13 governing the internal organization of Syngenta AG?</p> <p>14 A. And this is another instance where the</p> <p>15 thresholds have been -- sorry, the rules have been</p> <p>16 changed: for companies with -- with sales above</p> <p>17 150 million, it's no longer the chairman's committee but</p> <p>18 the CEO; and below 150, it's myself.</p> <p>19 Q. Okay. You -- you appoint the boards in</p> <p>20 those -- with those subsidiaries with sales below</p> <p>21 150 and the CEO appoints them for sales above 150?</p> <p>22 A. I have the reserved power to support the</p> <p>23 appointment, which is then done by the competent body of</p> <p>24 the relative -- of the relevant legal entity.</p> <p>25 Q. But the --</p>	<p>1 A. No, it's the CEO.</p> <p>2 Q. I'm sorry, the CEO. Excuse me. Thank you</p> <p>3 for changing that.</p> <p>4 The rationale for reserving that power is so</p> <p>5 the -- it's actually listed, I think, as "governance",</p> <p>6 and what does that mean: "governance"?</p> <p>7 A. We want these boards of the group</p> <p>8 companies to be -- to have the right sort of composition</p> <p>9 in order to endure good corporate governance, i.e., the</p> <p>10 boards have to exercise a function, they are exercising</p> <p>11 the power over the operations in the respective</p> <p>12 territories, and they have to have the right composition</p> <p>13 in order to be able to do that in order not to create</p> <p>14 conflicts of interest.</p> <p>15 Q. And the listed -- I think the word is</p> <p>16 just "governance", but I'm extracting from one of these</p> <p>17 documents on the same topic, the rationale for</p> <p>18 appointing boards is to maintain consistency at one</p> <p>19 point; correct?</p> <p>20 MR. POPE: Objection to form.</p> <p>21 BY MR. TILLERY:</p> <p>22 Q. I have seen that word used. Is that</p> <p>23 something that's --</p> <p>24 A. Consistency with respect to good</p> <p>25 governance rules.</p>
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<p>1 A. I cannot directly appoint them, of course.</p> <p>2 Q. But -- but, in truth, having the reserved</p> <p>3 power means that if you decided you didn't want a board</p> <p>4 member in a group to be there, you would have the</p> <p>5 overall power to, under your -- your regulations</p> <p>6 governing the internal organization of Syngenta AG,</p> <p>7 to make that change, wouldn't you?</p> <p>8 A. I cannot make the changes myself. I have</p> <p>9 to be consulted before changes are being made.</p> <p>10 Q. But you can put into place -- whether it's</p> <p>11 through a direct -- an indirectly owned subsidiary or a</p> <p>12 directly owned subsidiary, you can put into place the</p> <p>13 change in the board by your reserved power?</p> <p>14 A. I can initiate the change if I want it.</p> <p>15 Q. Yeah.</p> <p>16 A. The system works the other way around:</p> <p>17 proposal for composition of boards of group entities are</p> <p>18 brought to my attention.</p> <p>19 Q. And you have the reserved power for the</p> <p>20 boards below 150 million?</p> <p>21 A. I have to be consulted on those before</p> <p>22 they are being implemented.</p> <p>23 Q. Yes. All right. And the chairman has to</p> <p>24 be consulted for all of the subsidiaries with sales</p> <p>25 above 150 million?</p>	<p>1 Q. The Syngenta AG executive committee is</p> <p>2 responsible for appointing employees one level below the</p> <p>3 heads of Syngenta group companies?</p> <p>4 A. That's what the document says, yes.</p> <p>5 Q. Explain what that means, for appointing</p> <p>6 employees one level below the heads? Who would the head</p> <p>7 be? Let's pick Syngenta Crop Protection Inc. Who would</p> <p>8 that be?</p> <p>9 A. The head of Syngenta Crop Protection Inc.</p> <p>10 in that sense is Vern Hawkins.</p> <p>11 Q. The president?</p> <p>12 A. The president.</p> <p>13 Q. Okay.</p> <p>14 A. And then his direct report one level below</p> <p>15 him would need -- would need to be sanctioned by the</p> <p>16 Syngenta executive committee. Appointed formally, they</p> <p>17 are of course by the competent body of Syngenta Crop</p> <p>18 Protection Inc. --</p> <p>19 Q. But the power --</p> <p>20 A. -- which is the board.</p> <p>21 Q. But the power of it is --</p> <p>22 A. The reserved power -- excuse me.</p> <p>23 Q. The reserved power is with the Syngenta AG</p> <p>24 executive committee?</p> <p>25 A. That is what the document says, yes, the</p>

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<p>1 reserved power.</p> <p>2 Q. And the head of legal and taxes, namely,</p> <p>3 you, is responsible for appointing the secretary to the</p> <p>4 boards for all Syngenta group companies?</p> <p>5 A. Again, I cannot appoint them. It's the</p> <p>6 reserved power.</p> <p>7 Q. It is the reserved power.</p> <p>8 A. I need to be consulted by -- before a</p> <p>9 secretary is appointed, yes.</p> <p>10 Q. And the -- again, referencing this</p> <p>11 document, the CFO of Syngenta AG is responsible for</p> <p>12 appointing the CFOs for all other Syngenta group</p> <p>13 companies?</p> <p>14 A. With the same reservation: he is to be</p> <p>15 consulted on the reserved powers. The appointment is</p> <p>16 done by the boards of the respective companies.</p> <p>17 Q. If you go back to page 118, please. The</p> <p>18 Syngenta AG board has the final authority over whether</p> <p>19 one of its subsidiaries will institute or settle a</p> <p>20 lawsuit valued above \$50 million; correct?</p> <p>21 A. According to that list of thresholds,</p> <p>22 that's what the reserved power says here, yes.</p> <p>23 Q. So the chairman's committee of the</p> <p>24 Syngenta AG board of directors has the final authority</p> <p>25 over whether one of its subsidiaries will institute or</p>	<p>1 approval from at least one member of Syngenta AG's board</p> <p>2 of directors; correct?</p> <p>3 A. The same reserved power rules for</p> <p>4 settlement apply, like for the initiation.</p> <p>5 Q. Can they go against the wishes of the</p> <p>6 board and reject the wishes of the board?</p> <p>7 A. Again --</p> <p>8 MR. POPE: Can who?</p> <p>9 BY MR. TILLERY:</p> <p>10 Q. If a -- if Syngenta Crop Protection Inc.</p> <p>11 simply decided to reflect that governance power</p> <p>12 authority and say, "We are going to file a lawsuit on</p> <p>13 our own" --</p> <p>14 MR. POPE: Objection to form.</p> <p>15 BY MR. TILLERY:</p> <p>16 Q. -- without authority?</p> <p>17 A. Again, the question of rejection in</p> <p>18 practice is not an issue, since these decisions are</p> <p>19 being taken in consultation with -- with each other.</p> <p>20 Q. Has Syngenta Crop Protection Inc. settled</p> <p>21 any lawsuits in the United States?</p> <p>22 A. I'm sure they have.</p> <p>23 Q. There is actually one referenced in this</p> <p>24 document. Did they get approval from the board to do</p> <p>25 that, pay \$100 million?</p>
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<p>1 settle a lawsuit valued between 20 million and</p> <p>2 \$50 million?</p> <p>3 A. It has to be consulted under this reserved</p> <p>4 power system in this -- according to these thresholds.</p> <p>5 Again, I -- I think they have been changed here as well.</p> <p>6 I would need to consult the document.</p> <p>7 Q. Assuming the numbers are the same, and I'm</p> <p>8 not -- if they are, they are. If you've changed --</p> <p>9 A. It is the reserved power of the --</p> <p>10 Q. It's the reserved power.</p> <p>11 A. -- chairman's committee --</p> <p>12 Q. Yes.</p> <p>13 A. -- to support such a -- such a settlement.</p> <p>14 Q. So Syngenta Crop Protection cannot file</p> <p>15 a lawsuit in the United States without approval from</p> <p>16 at least one member of Syngenta AG's board of directors</p> <p>17 through that document?</p> <p>18 A. With respect to the thresholds allocated</p> <p>19 to the board of directors.</p> <p>20 Q. Is that correct?</p> <p>21 A. They need to consult with the board first</p> <p>22 before initiating it. But these -- these thresholds</p> <p>23 have changed, just to make that point again.</p> <p>24 Q. All right. And Syngenta Crop Protection</p> <p>25 cannot settle a lawsuit in the United States without</p>	<p>1 A. From the board of Syngenta Crop</p> <p>2 Protection Inc.?</p> <p>3 Q. Yes, to settle the litigation in Texas</p> <p>4 with the Port of Houston Authority?</p> <p>5 A. Excuse me, where are you? Can you help</p> <p>6 me.</p> <p>7 Q. It's on the bottom of 118:</p> <p>8 "Example: settlement of litigation in Texas</p> <p>9 with Port of Houston Authority regarding [the]</p> <p>10 environmental liabilities associated with the</p> <p>11 Greens Bayou plant"?</p> <p>12 A. The Greens Bayou settlement. That has</p> <p>13 been approved by the chairman's committee or the</p> <p>14 board -- it has been supported under the reserved power</p> <p>15 rule, as stated above.</p> <p>16 Q. If -- so it was subject to this and</p> <p>17 approved; correct?</p> <p>18 A. Supported by the board, formally approved</p> <p>19 by the board of the respective legal entity, we settled</p> <p>20 the lawsuit.</p> <p>21 Q. Right. Syngenta Crop Protection couldn't</p> <p>22 settle this lawsuit without the approval of Syngenta AG</p> <p>23 board, could it?</p> <p>24 A. It needs to consult with the -- with the</p> <p>25 board of directors of Syngenta AG first before it</p>

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<p>1 settles.</p> <p>2 Q. Did the Syngenta Crop Protection Inc.</p> <p>3 board pass a resolution to settle the Port Authority</p> <p>4 case?</p> <p>5 A. From memory, it did.</p> <p>6 Q. And did you ever see that document in</p> <p>7 writing, a signed document, a board resolution?</p> <p>8 A. Yes.</p> <p>9 Q. And do you know where that is, who would</p> <p>10 keep it?</p> <p>11 A. The secretary of the board of Syngenta</p> <p>12 Crop Protection Inc.</p> <p>13 Q. And who would that be?</p> <p>14 A. That is presently Beth Quarles.</p> <p>15 Q. What was the source of the money to settle</p> <p>16 the Texas litigation against the Port of Houston</p> <p>17 Authority?</p> <p>18 A. Can you specify your question?</p> <p>19 Q. Yes.</p> <p>20 A. Source of money?</p> <p>21 Q. Yes. I mean, if it's insurance money, or</p> <p>22 something like that, I'm not interested, but if the</p> <p>23 money came from the Syngenta entities, one or more,</p> <p>24 the money that was used to settle the Port of Houston</p> <p>25 Authority regarding the environmental liability</p>	<p>1 Q. A judgment would mean the entry of an</p> <p>2 order at the conclusion of legal proceedings under</p> <p>3 US rules requiring a party to do something, including</p> <p>4 paying money?</p> <p>5 A. But your question was, could they</p> <p>6 sanction -- could -- could they satisfy a judgment?</p> <p>7 Q. Yes.</p> <p>8 A. A judgment which is legally binding,</p> <p>9 of course they can; they have to satisfy without</p> <p>10 authority by any other entity.</p> <p>11 Q. And could they satisfy the judgment</p> <p>12 against it in this case, that is, pay the money to</p> <p>13 satisfy the judgment, without first getting Syngenta AG</p> <p>14 board or Syngenta executive committee authority?</p> <p>15 A. If they have to pay according to a legal</p> <p>16 obligation under such a judgment, they don't need an</p> <p>17 approval from the -- from anybody else to pay that.</p> <p>18 This is a payment they made, as I understand your</p> <p>19 question, which they can release if they are obliged to</p> <p>20 do that.</p> <p>21 Q. Is Syngenta's global finance department</p> <p>22 responsible for allocating money to satisfy a judgment?</p> <p>23 A. They are -- I cannot answer that question</p> <p>24 in that general form. They are responsible for</p> <p>25 coordinating global funding of group companies and --</p>
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<p>1 associated with the Greens Bayou plant, what was the</p> <p>2 source of that funding?</p> <p>3 A. The money was paid by those legal entities</p> <p>4 who were supposed to pay the money in the settlement,</p> <p>5 who were party to the settlement. If you ask me about</p> <p>6 the details of how that money was sourced by these legal</p> <p>7 entities, I don't know the answer to that.</p> <p>8 Q. So what does -- do you know if Syngenta</p> <p>9 Crop Protection Inc. paid the money itself?</p> <p>10 A. I don't know actively whether that's the</p> <p>11 case, but that -- they -- if they were a party to the</p> <p>12 settlement, they were the party who needed to fulfill</p> <p>13 the paying obligations, and, by the way, a significant</p> <p>14 amount of money in that case came from indemnities we</p> <p>15 got from other parties who were involved in that</p> <p>16 litigation.</p> <p>17 Q. Syngenta Crop Protection Inc. could not</p> <p>18 satisfy a judgment in this case without first getting</p> <p>19 authorization from Syngenta AG's board or its executive</p> <p>20 committee, could it?</p> <p>21 MR. POPE: Objection. In what amount?</p> <p>22 BY MR. TILLERY:</p> <p>23 Q. In any amount?</p> <p>24 A. Can you specify what you mean by</p> <p>25 "a judgment"?</p>	<p>1 and global management of -- of cash flows to the extent</p> <p>2 that's a global issue. In that context, they could be</p> <p>3 involved. Your question was, are -- were they -- are</p> <p>4 they responsible for satisfying. My answer to that is,</p> <p>5 it depends on the circumstances, who does what.</p> <p>6 Q. Does the document that we have been</p> <p>7 referencing, regulations governing the internal</p> <p>8 organizations of Syngenta AG, state that the governance</p> <p>9 or the power or authority is limited to consultation?</p> <p>10 In other words, does it say that your -- that your</p> <p>11 authority or that your obligation, in terms of</p> <p>12 management, is limited just to being consulted about</p> <p>13 these positions?</p> <p>14 A. To the best of my recollection, the word</p> <p>15 "consultation" is not the language used in that</p> <p>16 document.</p> <p>17 Q. What does it say?</p> <p>18 A. I think it says "authority" --</p> <p>19 Q. You have authority. What does "authority"</p> <p>20 mean when it's used in that document that governs</p> <p>21 Syngenta AG?</p> <p>22 A. My understanding is, as I have said, the</p> <p>23 formal decision for a legal entity has to be taken by</p> <p>24 the competent bodies. If a pre-approval or a</p> <p>25 pre-support has to be taken under the reserved power,</p>

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<p>1 that's what it is.</p> <p>2 Q. I don't quite understand what you're</p> <p>3 saying, sir. Are you saying "consulting" means --</p> <p>4 versus the actual exercise of power? Is there a</p> <p>5 difference in your mind?</p> <p>6 A. If a decision has to be supported,</p> <p>7 according to the reserved power rules, by a body above</p> <p>8 the legal entity, that -- that support has to be granted</p> <p>9 before the corporate decision in that legal -- before</p> <p>10 the decision, excuse me, in that legal entity can be</p> <p>11 taken.</p> <p>12 Q. So, in other words, the formalities of</p> <p>13 asking the question for approval must be done by the</p> <p>14 subsidiary, but the overall power in either -- whether</p> <p>15 we're -- whether we're settling a case or appointing</p> <p>16 members to a board, or whatever, always rests in the</p> <p>17 group established under Syngenta AG by the internal --</p> <p>18 I'm sorry, the -- I'm looking for the name of your</p> <p>19 document again, the regulations governing the internal</p> <p>20 organization of Syngenta AG; correct?</p> <p>21 MR. POPE: Objection to the form of the</p> <p>22 question. It is exactly the opposite of what he's just</p> <p>23 testified to.</p> <p>24 BY MR. TILLERY:</p> <p>25 Q. Isn't that the case?</p>	<p>1 it. I'm asking, do they have the authority to reject</p> <p>2 this process under the regulations governing the</p> <p>3 internal organization of Syngenta AG, if it says that?</p> <p>4 MR. POPE: Objection to the form of the</p> <p>5 question.</p> <p>6 THE WITNESS: As a practical matter in a</p> <p>7 corporation, these sorts of decisions are not being</p> <p>8 taken if the competent body, according to the reserved</p> <p>9 power, hasn't supported it.</p> <p>10 BY MR. TILLERY:</p> <p>11 Q. That's not what I'm asking you. I'm not</p> <p>12 asking you that. I am a -- we could go through each of</p> <p>13 these questions. Does the board or the leadership of</p> <p>14 Syngenta Crop Protection Inc., for example, have the</p> <p>15 power to appoint its own board? Can the board members</p> <p>16 there decide, "We want a different board, not the one</p> <p>17 that has been approved upon consultation with</p> <p>18 Syngenta AG members"? Can they do their own board?</p> <p>19 A. They don't do that. That's all I can</p> <p>20 answer to that.</p> <p>21 Q. But can they? The reason they don't do it</p> <p>22 is because they can't do it?</p> <p>23 A. The only competent body to appoint board</p> <p>24 members is the competent body according to the</p> <p>25 governance of that legal entity.</p>
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<p>1 A. It is not a formality. The legally</p> <p>2 binding decision is taken in the respective legal</p> <p>3 entity.</p> <p>4 Q. And so they have the power to reject --</p> <p>5 these legal entities, like Syngenta Crop Protection, can</p> <p>6 simply reject the approval process contained within the</p> <p>7 regulations governing the internal organizations of</p> <p>8 Syngenta AG, if they choose to do it under your -- under</p> <p>9 your statement?</p> <p>10 A. I was not saying that.</p> <p>11 Q. Well, do they have that authority or not?</p> <p>12 A. The question of rejection does not occur,</p> <p>13 since everybody follows these reserved power processes.</p> <p>14 Q. Well -- well, you're saying they do it</p> <p>15 almost informally. What I'm saying is, do they have the</p> <p>16 power to reject what Syngenta AG wants them to do?</p> <p>17 A. And I am saying that the question of</p> <p>18 rejection doesn't occur, because --</p> <p>19 Q. Well, whether it occurs or not, do they</p> <p>20 have the power?</p> <p>21 MR. POPE: You're asking a hypothetical now?</p> <p>22 Is that what you're doing?</p> <p>23 BY MR. TILLERY:</p> <p>24 Q. I'm not asking whether or not it has</p> <p>25 occurred or whether you've gotten together and agreed to</p>	<p>1 Q. So they -- what you're saying is that they</p> <p>2 can do -- they can appoint -- Syngenta Crop Protection</p> <p>3 Inc. can appoint its own board and ignore Basel;</p> <p>4 correct?</p> <p>5 A. In legal terms, they could do that.</p> <p>6 I'm saying that they don't do it.</p> <p>7 Q. Okay. You're saying they do have the</p> <p>8 power. Where is their power to do that?</p> <p>9 A. In their respective governance</p> <p>10 constitution.</p> <p>11 Q. Which governance constitution at Syngenta</p> <p>12 Crop Protection Inc. would give them the authority to do</p> <p>13 that?</p> <p>14 A. I guess it's the articles of incorporation</p> <p>15 which state who is competent to take which decision.</p> <p>16 Q. And would they also, likewise, have the</p> <p>17 ability to settle a lawsuit without approval on their</p> <p>18 own?</p> <p>19 A. According to their own competence rules in</p> <p>20 the governance documents, they can take their respective</p> <p>21 decision.</p> <p>22 Q. And you're saying that they have the</p> <p>23 authority to do that as a member/subsidiary/affiliate of</p> <p>24 Syngenta AG; they can do that on their own?</p> <p>25 A. I am saying that, in legal terms, for the</p>

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<p>1 purposes of the management of the legal entity, they can 2 take those decisions which they are competent for 3 according to the governance documents of that 4 legal entity, and that governance document of that 5 legal entity is the relevant document which regulates 6 that decision making. This is a reserved power process 7 in the context of a globally active group of companies. 8 Q. And none of them have ever gone against 9 the wishes of Basel, have they? 10 A. I am not aware that any significant 11 decisions of relevance have been taken which were not 12 dealt with first through the reserved power process, 13 to the extent they needed to. 14 Q. And no-one has ever appointed a board 15 member that you didn't want on a board; correct? 16 A. I am not aware of any. 17 Q. And no-one has ever filed a lawsuit that 18 Basel didn't want filed; right? 19 MR. POPE: Objection to the form of the 20 question. 21 THE WITNESS: I don't know the answer to that 22 question, because not all the lawsuits which are being 23 filed have come to my table. 24 BY MR. TILLERY: 25 Q. Okay. So you don't know whether that's</p>	<p>1 Q. In the context of any transaction. 2 A. If they -- 3 Q. I can say it in this context: in the 4 context, for example, of creating their own board and 5 getting outside board members with no affiliation 6 whatsoever with Syngenta. 7 A. Okay. I -- again, I'm not aware of 8 anything of that sort ever happens in any material shape 9 or form; definitely not around board members. I can 10 only speculate what happens in such a case: there would 11 be a discussion, I guess. 12 Q. There would be a discussion and you would 13 tell them that they couldn't do that, wouldn't you? 14 A. Again, it has never happened, so I cannot 15 state facts around it. 16 Q. Because "consultation", as you have used 17 it in this discussion, really means approval from Basel, 18 doesn't it? 19 MR. POPE: Objection to the form of the 20 question. 21 THE WITNESS: "Consultation" means support in 22 the concept of reserved powers, as I tried to explain 23 it. 24 BY MR. TILLERY: 25 Q. And reserved powers in these documents</p>
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<p>1 happened. No-one has ever settled a lawsuit without the 2 authority granted to it by Basel, have they? 3 MR. POPE: Objection to the form of the 4 question. 5 THE WITNESS: What I can say is that, when a 6 consultation with Basel under the reserved power was 7 deemed to be done, it has been done. 8 BY MR. TILLERY: 9 Q. Has anybody ever obtained financing or 10 established banking relationships outside the guidelines 11 of Basel? 12 A. Not in a -- in a material sense, according 13 to my best recollection. 14 Q. Okay. What if Syngenta Crop Protection 15 chose to ignore Basel? 16 MR. POPE: Objection to the form of the 17 question. 18 MR. TILLERY: What would happen? 19 MR. POPE: It is an incomplete hypothetical. 20 THE WITNESS: Can you specify your question? 21 BY MR. TILLERY: 22 Q. Yes. If they just chose to ignore Basel 23 altogether? 24 A. In the context of a specific transaction, 25 or ...</p>	<p>1 mean the power of approval. So whether you -- if they 2 propose something that you agree with, you can simply be 3 consulted and agree, as long as they don't propose 4 something you don't agree with; correct? 5 MR. POPE: Objection to the form of the 6 question. Argumentative. 7 THE WITNESS: I'm not sure I understand the 8 question. Can you -- 9 BY MR. TILLERY: 10 Q. Well, "consultation". You have used the 11 word that you are consulted under these terms. Have you 12 seen one reference to the word "consulted" in any of the 13 documents I've shown you? 14 A. No. 15 Q. Okay. Then is it set out in the 16 regulations governing the internal organizations of 17 Syngenta AG? 18 A. Not to the best of my recollection. 19 Q. Okay. So the legal document that you 20 were -- you were required to file with Switzerland 21 dealing with your governance authority over these 22 subsidiaries doesn't define it in terms of 23 "consultation", does it? 24 MR. POPE: Objection to the form of the 25 question.</p>

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<p>1 THE WITNESS: I don't think I said that the 2 regulations on the organization had to be filed; 3 I said -- I think -- my answer to that question was no, 4 it did not have to be filed. 5 BY MR. TILLERY: 6 Q. Okay. Then the -- then the document that 7 had to be created in compliance with Swiss law, entitled 8 "The regulations governing the internal organization of 9 Syngenta AG", that document doesn't talk in terms of 10 consultation from the subsidiaries, does it? 11 A. To the best of my recollection, it does 12 not use the word "consultation". 13 Q. It talks about having the power and 14 authority to do these things, doesn't it? 15 A. I think the term it uses is "authority", 16 from my recollection. 17 MR. TILLERY: I'm just about to start a whole 18 new line. Do you want to start now or keep going -- 19 MR. POPE: Totally up to you. Do you want to 20 take a break? 21 MR. TILLERY: Well, aren't we having lunch in 22 about ten minutes? Okay, we can do that. Let's break 23 now. 24 THE VIDEOGRAPHER: Going off the record. The 25 time is 12:18.</p>	<p>1 Q. Syngenta AG. If we can just walk through 2 this, then, I want to understand. The Syngenta AG board 3 created a regulation. How did it do that? 4 A. It was a proposal submitted to the board 5 for formal approval at the beginning of the existence of 6 Syngenta. 7 Q. Okay. And it created which committees? 8 A. It created as board committees the 9 chairman's committee, the compensation committee and the 10 audit committee. 11 Q. Okay. 12 A. And subsequently it also created, a couple 13 of years later -- I don't remember the exact year -- a 14 corporate social responsibility committee -- a corporate 15 responsibility committee, excuse me, CRC, without the 16 "social". 17 Q. And when was the executive committee 18 created? 19 A. At the beginning of Syngenta as well. 20 Q. So that was another one that was created 21 at the beginning? 22 A. Yes, but that's not the board committee; 23 that's an executive committee. 24 Q. Okay. So how is -- walk me through how 25 the Syngenta executive committee was created?</p>
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<p>1 (12:18 p.m.) 2 (Lunch recess.) 3 (1:07 p.m.) 4 THE VIDEOGRAPHER: Going back on the record. 5 The time is 13:07. Thank you. 6 BY MR. TILLERY: 7 Q. What is the authority for the creation of 8 the chairman's committee? 9 A. Can you explain to me the term 10 "authority", excuse me? 11 Q. Yes. I mean, what was -- gives it the 12 right to exist? How does it exist? What empowers the 13 existence of the chairman's committee? 14 A. The regulation governing the organization 15 foresee the creation of several board committees, 16 including the chairman's committee. 17 Q. And which regulations are you talking 18 about? 19 A. The regulations about the internal 20 organization of the company. 21 Q. And where do those regulations come from? 22 A. They come from the board. 23 Q. Okay. So the board of what company? 24 A. Sandoz -- excuse me. I was talking 25 Sandoz. Syngenta AG.</p>	<p>1 A. The articles of incorporation, 2 in accordance with Swiss law and then further explained 3 in the regulations about the internal organization, 4 foresee that the board, who, according to Swiss law, 5 is ultimately responsible for the operation of the whole 6 corporation, according to mandatory Swiss law, can 7 delegate the day-to-day management of the corporation to 8 an executive committee, and it has done so by creating 9 the Syngenta executive committee. 10 Q. And that was done when Syngenta AG was 11 formed? 12 A. Right. 13 Q. And from -- strike that. What were the 14 members -- where were the -- strike that. 15 Where were the members for the Syngenta 16 executive committee to come from? 17 A. At the time of the creation of Syngenta, 18 four Syngenta executive committee members were former 19 executives of AstraZeneca, or Zeneca Agrochemicals, to 20 be precise, and four were coming -- were former 21 executives of the Novartis side, either Novartis Crop 22 Protection AG or Novartis Seeds AG at the time. 23 Q. And is there a restriction on their 24 membership being tied to an association with one of the 25 Syngenta companies?</p>

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<p>1 MR. POPE: Are you talking about now or 2 originally? 3 MR. TILLERY: Now. 4 THE WITNESS: I'm not sure I understand that 5 question. 6 BY MR. TILLERY: 7 Q. Well, I mean, do all of the members of the 8 Syngenta executive committee have to have some 9 employment with one of the affiliated Syngenta 10 companies? 11 A. They are all employees of Syngenta 12 International AG and it is not foreseen that a 13 non-employee could be a member of the executive 14 committee, if that's your question. 15 Q. They are all -- they are all employees of 16 Syngenta International AG? 17 A. Right. 18 Q. And have they always been all employees of 19 Syngenta International AG? 20 A. To the best of my recollection, yes. 21 Q. And the capital approvals committee, 22 the committee we talked about before the break. 23 A. Right. 24 Q. How was it created? What was the 25 authority for creating the committee?</p>	<p>1 Q. Okay. Now, beyond the articles of 2 incorporation, what other documents dictate the 3 operation of Syngenta AG? 4 A. The most important document besides the 5 articles of incorporation is this regulation governing 6 the internal organization, the document we referred to 7 several times already, which has more detail on the 8 allocation of responsibilities between board, board 9 committees, executive committees and CEO. 10 Q. And are there any other documents that 11 govern the ongoing operation of Syngenta AG? 12 A. We have a number of legal entities, 13 of course, within the group, all of which have their 14 governance documents in the form of articles of 15 incorporation; similar documents, depending on the 16 jurisdiction, like the regulations governing the 17 internal documentation. 18 Q. Now, which of the committees that we have 19 talked about -- and we've discussed the chairman's 20 committee, the executive committee, the capital 21 approvals committee, business systems committee, all 22 those are listed. Which of those were created by the 23 Syngenta executive committee. 24 A. The capital approval committee and the 25 business steering committee.</p>
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<p>1 A. That was created by the Syngenta executive 2 committee, based on its general competency to organize 3 the management of the corporation in the best possible 4 way, which is also laid down in the organizational 5 rules, the regulations. 6 Q. And you -- when you reference 7 organizational rules or regulations, what are the 8 organizational rules for Syngenta AG? 9 A. That the -- so to speak, the highest 10 document is the articles of incorporation. 11 Q. Okay. And let's stop right there for a 12 second. 13 A. Okay. 14 Q. The articles of incorporation. 15 A. Right. 16 Q. Tell me what it specifies in terms of 17 management or ongoing operation? 18 A. It specifies the accountabilities of 19 the -- and responsibilities of the board of directors 20 particularly. It gives the basis for the board of 21 directors to delegate the operational management, either 22 to committees or to an executive committee. It talks on 23 a very high level on the roles of the chairman of the 24 company. It has regulations around the shareholder 25 meetings, voting rights, dividend payments, and so on.</p>	<p>1 Q. Business steerings or -- 2 A. Excuse me, business systems committee. 3 Q. Okay. 4 A. I apologize. 5 Q. Are there other committees created by the 6 Syngenta executive committee? 7 A. We have a compliance and risk management 8 committee, which was created only about a year and a 9 half ago. We have a mergers and acquisitions committee 10 as a subset of the executive committee. These are the 11 most important ones which pop to my mind on a -- on a 12 group level. 13 Q. And these are -- these are -- these are 14 all committees created under the auspices or direction 15 of the Syngenta AG executive committee? 16 A. Right. 17 Q. Do they derive their power or authority 18 through Syngenta AG to operate? 19 A. They derive their power as part of the 20 power the Syngenta executive committee has based on the 21 organizational rules. 22 Q. So their existence and their management 23 control or authority derives through the Syngenta AG 24 executive committee? 25 A. That is correct.</p>

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<p>1 Q. Are there any management committees in the</p> <p>2 Syngenta group of companies that have global authority</p> <p>3 which do not derive through the Syngenta AG executive</p> <p>4 committee?</p> <p>5 A. Not that I can think of at the moment.</p> <p>6 (Exhibit 7 marked for identification.)</p> <p>7 BY MR. TILLERY:</p> <p>8 Q. If you would take the first one, which is</p> <p>9 marked as number 7, and then pass the others, please.</p> <p>10 Would you look at that as well. Do you recognize that?</p> <p>11 A. Yes.</p> <p>12 Q. What is this?</p> <p>13 A. This is another part, as I can see, of the</p> <p>14 reserved power documents we have talked to posted on the</p> <p>15 intranet.</p> <p>16 Q. Now, if you would combine that with the</p> <p>17 immediate two -- immediately preceding two exhibits,</p> <p>18 5 and 6, is there any more to the reserved powers</p> <p>19 documents that's contained on the intranet other than</p> <p>20 those three exhibits?</p> <p>21 A. I am of the view this is probably it, but</p> <p>22 I cannot certify that with certainty from the top of my</p> <p>23 head, but I think that is it, broadly. Broadly. On a</p> <p>24 group level.</p> <p>25 Q. Well, these are furnished in -- as part of</p>	<p>1 know the details of it. I haven't reviewed them on the</p> <p>2 intranet. A couple of years ago I got print-outs of it.</p> <p>3 Q. But the purpose of -- of creating it and</p> <p>4 sending it out was to have it accessible to the</p> <p>5 affiliate or subsidiary companies; correct?</p> <p>6 A. That's true.</p> <p>7 Q. And you've made that available on the</p> <p>8 internet [sic] to these affiliated or subsidiary</p> <p>9 companies?</p> <p>10 A. That was done at the time, yes.</p> <p>11 MR. POPE: Steve, when you use the term</p> <p>12 "internet", you mean the Syngenta intranet?</p> <p>13 MR. TILLERY: Intranet.</p> <p>14 THE WITNESS: Intranet.</p> <p>15 MR. POPE: That's what you meant to say, fine,</p> <p>16 thank you.</p> <p>17 BY MR. TILLERY:</p> <p>18 Q. If you would look at page 31, which is the</p> <p>19 bottom of the first page of exhibit 7. Do you see 31?</p> <p>20 A. Yes.</p> <p>21 Q. Now, if you look at that front page, does</p> <p>22 the Syngenta group of companies have a global head of</p> <p>23 human resources?</p> <p>24 A. Yes, they do.</p> <p>25 Q. And where is the office of the global head</p>
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<p>1 documents that they were -- and they were not together,</p> <p>2 as you will see from the Bates range numbers, and I was</p> <p>3 wondering if -- how it is that they're set up on the</p> <p>4 intranet and if you could describe that for me? How do</p> <p>5 they appear and how does one access them?</p> <p>6 MR. POPE: Let's be clear, when you say they</p> <p>7 were produced, you mean they were produced by Syngenta</p> <p>8 Crop Protection Inc. --</p> <p>9 MR. TILLEY: Yes, and they --</p> <p>10 MR. POPE: -- pursuant to the judge's order?</p> <p>11 MR. TILLERY: Well, it will say on the document</p> <p>12 where they were produced and the Bates number, and --</p> <p>13 MR. POPE: This just says -- this just says</p> <p>14 "Greenville", but you and I understand this was produced</p> <p>15 by Crop Protection.</p> <p>16 BY MR. TILLERY:</p> <p>17 Q. Now, if you can -- if you could tell me,</p> <p>18 sir, what part -- are they part of a larger document on</p> <p>19 the intranet?</p> <p>20 A. My understanding is that the three parts</p> <p>21 of the document are probably -- and I can't -- couldn't</p> <p>22 say that with certainty. Again, as I said therefore,</p> <p>23 they are three parts of the document you can access</p> <p>24 through the intranet site under the heading of, I don't</p> <p>25 know, "Reserved power", or something like that. I don't</p>	<p>1 of human resources?</p> <p>2 A. That is in Basel.</p> <p>3 Q. And affiliated with which entity?</p> <p>4 A. Syngenta International AG.</p> <p>5 Q. Who is the head of that department?</p> <p>6 A. It's a lady called Caroline Luscombe.</p> <p>7 Q. Do you want to spell her name for the</p> <p>8 reporter?</p> <p>9 A. Caroline is clear. Luscombe,</p> <p>10 L-U-S-C-O-M-B-E.</p> <p>11 Q. And what is her title?</p> <p>12 A. Global head of HR.</p> <p>13 Q. Okay. Who does she report to?</p> <p>14 A. To the CEO, Mike Mack.</p> <p>15 Q. Is there a member of the Syngenta AG</p> <p>16 executive committee that is responsible for</p> <p>17 human resource related matters?</p> <p>18 A. Caroline is not a member of that executive</p> <p>19 committee, but she reports to -- still to the CEO.</p> <p>20 Q. But is there a member of the Syngenta AG</p> <p>21 executive committee that is responsible for human</p> <p>22 resource related matters?</p> <p>23 A. No.</p> <p>24 Q. Okay. What does the term</p> <p>25 "senior management group" mean when you're talking about</p>

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<p>1 an affiliate or subsidiary company?</p> <p>2 A. Senior management group is a group of</p> <p>3 higher level managers throughout Syngenta globally who</p> <p>4 have been designated as such based on their respective</p> <p>5 positions in the different legal entities and</p> <p>6 operations.</p> <p>7 Q. This would apply to or extend to</p> <p>8 Syngenta Crop Protection Inc., wouldn't it?</p> <p>9 A. This would extend to Syngenta Crop</p> <p>10 Protection Inc. as well, yes.</p> <p>11 Q. And if you look at this document, the</p> <p>12 reserved powers and the global head of HR, a member of</p> <p>13 the Syngenta executive committee and the CEO; right?</p> <p>14 A. That is right.</p> <p>15 Q. And that threshold application applies to</p> <p>16 all senior management group nominations, including</p> <p>17 recruit -- recruiting and promotion?</p> <p>18 A. That is what the document says, yes.</p> <p>19 Q. So if there's a job vacancy within the</p> <p>20 senior management group of an affiliate or subsidiary</p> <p>21 company, these people have the reserved power for</p> <p>22 approval or appointment of that position?</p> <p>23 A. In the context of the reserved power, they</p> <p>24 have it, yes.</p> <p>25 Q. Now, the senior management group.</p>	<p>1 Q. And these positions would typically</p> <p>2 involve what type or level of responsibility?</p> <p>3 A. This would be unit heads, functional</p> <p>4 heads, heads of companies, of course; these sort of</p> <p>5 people.</p> <p>6 Q. And how would that role or position be</p> <p>7 different than the responsibility in the people who are</p> <p>8 below the heads of the company, the one level below?</p> <p>9 A. Excuse me. They can be the same.</p> <p>10 Q. Right.</p> <p>11 A. They can be one level below the company</p> <p>12 head and SMGs. Not everybody who is below -- who is one</p> <p>13 level below a company head a given country is an SMG by</p> <p>14 that definition.</p> <p>15 Q. The example that's given here is that,</p> <p>16 in a case of filling a vacant senior management group</p> <p>17 position, the responsible Syngenta executive committee</p> <p>18 member, the global head of HR and the CEO need to</p> <p>19 approve the senior management group status and the</p> <p>20 linked compensation for the new hire; is that correct?</p> <p>21 A. That is correct. However, I have to say</p> <p>22 here, again, the rules have -- are in the course of</p> <p>23 being amended slightly.</p> <p>24 We are in the process of moving away from what</p> <p>25 used to be at the time the SMG population into a</p>
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<p>1 In earlier questions -- we talked about the heads of</p> <p>2 companies in one line of questions, and then there were</p> <p>3 people in the step or immediate step below the heads of</p> <p>4 the companies. Does the senior management group fall</p> <p>5 below the people who are one step below the heads of</p> <p>6 companies? Where are they?</p> <p>7 A. That depends on the size of the company</p> <p>8 you are talking about of the legal entity. There are</p> <p>9 big operational legal entities, such as Crop Protection</p> <p>10 AG, where it falls below that level, possibly, but that</p> <p>11 is not consistent -- or let's put it this way: the SMG</p> <p>12 participation, whether you are part or not of that group</p> <p>13 does not depend necessarily on your reporting level.</p> <p>14 Q. You have -- in earlier discussions, you've</p> <p>15 identified the size of the company being a factor. Give</p> <p>16 me an example of where senior management group people</p> <p>17 would not be applicable because of the size of the</p> <p>18 entity?</p> <p>19 A. I'm thinking particularly about Syngenta</p> <p>20 Crop Protection AG, the big company in Switzerland.</p> <p>21 Where this is the case, I am thinking about Syngenta</p> <p>22 International AG, there are people two levels below that</p> <p>23 which are still SMG. I cannot tell you with certainty</p> <p>24 out of my mind whether that is true for other companies,</p> <p>25 necessarily.</p>	<p>1 slightly different system with new terminologies, new</p> <p>2 levels.</p> <p>3 So the rules are no longer -- and these rules</p> <p>4 are -- we apply them already when it comes to the</p> <p>5 appointment, but they are not promulgated throughout the</p> <p>6 corporation yet, so --</p> <p>7 Q. These are the promulgated rules that you</p> <p>8 have before you in exhibit 7?</p> <p>9 A. They are still formally in place, but they</p> <p>10 are being revised and the launch of the new system is</p> <p>11 imminent as we speak.</p> <p>12 Q. It hasn't -- but it hasn't happened yet?</p> <p>13 A. It hasn't happened yet, no, formally.</p> <p>14 Q. Right. So as of today --</p> <p>15 A. As of --</p> <p>16 Q. -- the deposition, this would -- this set</p> <p>17 would be what you would find on the intranet --</p> <p>18 A. Absolutely.</p> <p>19 Q. -- if you looked at it; right?</p> <p>20 A. Right.</p> <p>21 Q. And the rationale for reserving that power</p> <p>22 of approval to these three different groups, the</p> <p>23 reserved power groups, is so that Syngenta AG can</p> <p>24 maintain global consistency and control over the most</p> <p>25 critical leadership positions in Syngenta; correct?</p>

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<p>1 A. That senior management can keep that 2 consistency, that's right. 3 Q. Yes. 4 A. I would refer to terms like "internal 5 equity" and "consistency of -- of systems around the 6 globe". 7 Q. What's listed, though, as the rationale is 8 that "global consistency and control over the most 9 critical leadership positions in Syngenta"? 10 A. That's what it says, yes. 11 Q. Is John Atkin the Syngenta AG executive 12 committee member responsible for approving appointments 13 to SMG positions at Syngenta subsidiaries that are in 14 the crop protection business? 15 A. According to these rules, he has been that 16 person, yes. As I said, we are -- 17 Q. It's changing now. 18 A. -- we are in the process of changing and 19 we have already adopted the new rule, which is that this 20 is done by the Syngenta executive committee rather than 21 the respective SEC member. 22 Q. Okay. 23 A. It is done by the Syngenta executive 24 committee as a whole. We are reviewing what is now the 25 equivalent of SMG nominations. They are -- we no longer</p>	<p>1 department, the global compensation and benefit 2 department, issues policy documents that apply to 3 compensation of employees at all of Syngenta AG 4 subsidiaries; correct? 5 A. That is what it says, yes. 6 Q. And that means that if a senior management 7 group employee at Syngenta Crop Protection Inc. asked 8 for an increase of salary above the US equivalent of 9 250,000 Swiss francs, there is a -- on this particular 10 document, there is an indication of who that person 11 would have to get approval from: both the global head of 12 HR and the CEO of Syngenta would have to sign off on 13 that; correct? 14 A. Under the concept of reserved power, 15 that's what it says, yes. 16 Q. And that's true for employees who are not 17 part of the senior management group as well; it goes on 18 to list people who aren't in the senior management 19 group? 20 A. That is not my understanding, because the 21 title of that box says "Senior Management Group". 22 Q. Okay. Let's look at the bottom of the 23 page, 1031; do you see it? 24 A. Yes. 25 Q. It says "Non Senior Management Group</p>
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<p>1 call them SMG nominations. 2 Q. What Syngenta company is the global 3 compensation and benefit department located in? 4 A. That is under the leadership of the 5 global head of HR, Caroline Luscombe. She is employed 6 by Syngenta International AG, and I guess some of her 7 key people. Others are employed by Syngenta Crop 8 Protection in Basel. 9 Q. When you say the global compensation and 10 benefit department -- 11 A. That's located in Basel. 12 Q. Okay. It's in Basel. But is it part of 13 one or more of the Syngenta AG companies? 14 A. That's right. 15 Q. Which ones, can you -- 16 A. International AG or Crop Protection AG. 17 Q. Do you know, is it -- is it tied or linked 18 by paper to either one? 19 A. The more senior positions would probably 20 be within Syngenta International AG; the more junior 21 ones within Crop Protection AG. 22 Q. Is there a paper that designates where it 23 belongs or where it -- where it comes from? No? 24 A. Not to my knowledge. 25 Q. All right. Now, that particular</p>	<p>1 compensation packages"? 2 A. Right. 3 Q. Okay. And there it says, for non senior 4 management group compensation practices, that the 5 threshold application is a base of 250,000 Swiss francs 6 above or below, and the responsible sign-off party is 7 either the global head of HR or CEO, and it gives an 8 example of a person who is not one of them making that 9 money; right? 10 A. That's right, sorry. Sorry, I was 11 probably confused by your question. 12 Q. All right. 13 A. I meant you were saying that the box with 14 the -- regulating the SMG process was applicable. 15 You're right. I cannot tell you with certainty whether 16 these thresholds are still valid. 17 Q. But assuming the thresholds are -- 18 A. That's what it says. That's what it says. 19 Q. That's what it says, so we've now got the 20 head of the group, the head of the company, the 21 subsidiary, the people below the head of the group, 22 which would be senior management people, and then we 23 have people who are non senior management people who are 24 below them as well; correct? 25 A. Again, I think you are somewhat confusing</p>

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<p>1 senior management group and level below the head of the 2 company. 3 Q. But they could be the same? 4 A. That's not -- they could be the same. 5 Q. That's right. 6 A. It's not a necessary link; that's what I'm 7 saying. 8 Q. All right. Now -- 9 A. We can have -- excuse me. 10 Q. Do go ahead. I'm sorry. 11 A. We have the thresholds applicable to SMG 12 nominations and we have the thresholds applicable to 13 non SMG. 14 Q. All right. And what I'm trying to say is 15 that the extent of authority or control over approval of 16 salary increases extends beyond just the heads of the 17 companies, but also goes to senior management level and 18 to people who are not senior management group people; is 19 that correct? 20 A. That can be correct based on salaries of 21 these people. 22 Q. That's right. And the rationale for 23 maintaining the control over non-senior management group 24 compensation packages is for cost control; correct? 25 A. That's one of the rationales mentioned</p>	<p>1 don't they? 2 A. Based on -- on the talent review and the 3 succession planning, that can be the case. 4 Q. And, according to this document, 34 and 5 35, the Syngenta AG executive committee has authority 6 over international assignment of employees between 7 Syngenta companies? 8 A. That is true in the frame of these 9 reserved powers here, yes. 10 Q. And how is it that a company employee is 11 moved from one place to another? 12 A. The most obvious example is the promotion 13 of an employee into a next level of job assignment, and 14 by doing so, changing from one country to the next, into 15 another position. 16 Q. What about temporary assignments, where a 17 person is moved for 18 months or two years? 18 A. We have detailed regulations from HR, who 19 are giving guidance how these cases are handled between 20 the different legal entities. 21 Q. Is the intention here to benefit the 22 company in a cost-effective way, to take the most 23 talented person for a particular type of job and to 24 assign them to another entity to help that entity, to 25 avail themselves at a new entity, a different entity,</p>
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<p>1 here. The others are consistency of compensation. 2 Q. Syngenta AG globally coordinates the 3 development of successors to positions within the 4 Syngenta senior management group jobs, doesn't it? 5 A. That is correct. 6 Q. And that's also set out here as well? 7 A. Right. 8 Q. And the Syngenta AG executive committee 9 holds reviews and meetings where it identifies potential 10 successors to senior management group positions among 11 the subsidiaries of Syngenta AG? 12 A. As is usual in any other internationally 13 active company I am familiar with, succession plans are 14 reviewed across borders, because people are mobile and, 15 accordingly, it spans over people working in different 16 legal entities. 17 Q. And Syngenta AG executive committee would 18 discuss employees or potential employees of, for 19 example, Syngenta Crop Protection Inc. at these talent 20 review meetings, wouldn't they? 21 A. On a high level, to the extent they are 22 part of the plan, that is possible, yes. 23 Q. And the Syngenta AG executive committee 24 recommends people to be appointed to positions within 25 the senior management group and high-level positions,</p>	<p>1 with the talent that would be existing in another 2 subsidiary? 3 A. I would say that, in the broader scheme, 4 these cross-border assignments are there for two 5 main purposes: one is to develop the corporate talent 6 pool further, to make them fit for higher positions; 7 and, on the other hand, to cross-fertilize knowledge 8 amongst the different companies. That is -- they are 9 the two reasons why we are doing that. 10 Q. And according to this, the Syngenta AG 11 executive committee has to sign off on employee 12 transfers across regions or business units; is that 13 correct? 14 A. That is what this document says. However, 15 the practice around that, I have to say again, has 16 changed, as far as I can see, and I'm not sure whether 17 that is followed according to what is stated here 18 necessarily in each and every case. My recollection is 19 that we have introduced some thresholds around -- 20 Q. But it's not contained in this document? 21 A. It's not contained in this document here 22 and it may be -- it's probably laid down in more detail 23 in the more detailed rules issued by HR. 24 Q. Which haven't come out yet? 25 A. Which have come out but are not part of</p>

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<p>1 that -- of that intranet site.</p> <p>2 Q. Who pays these people when they are on</p> <p>3 assignment from one company to another?</p> <p>4 A. First of all, you would need to look at</p> <p>5 the specific form and length of assignment to answer</p> <p>6 your question precisely in a -- on a case-by-case basis.</p> <p>7 Secondly, normally, it is -- if it's an</p> <p>8 assignment which is lasting for a period of time, there</p> <p>9 is a -- a sharing of costs between the host country and</p> <p>10 the home country of the assignee. That is pretty much</p> <p>11 according to international standards of multinational</p> <p>12 companies.</p> <p>13 I don't think we have anything which is</p> <p>14 different from that well-accepted practice.</p> <p>15 Q. So it's -- it they are paid -- let me --</p> <p>16 hold on a second. Excuse me one second.</p> <p>17 The transcript has read "country". Did you</p> <p>18 mean to say "country"? I think you might have actually</p> <p>19 used the word "county"?</p> <p>20 A. Can you repeat from the transcript?</p> <p>21 Q. We can read you -- we can read you what it</p> <p>22 says in the transcript?</p> <p>23 A. Please. Yes, please.</p> <p>24 Q. It says:</p> <p>25 "First of all, you would need to look at the</p>	<p>1 Q. Do you know --</p> <p>2 A. The direct -- sorry.</p> <p>3 Q. Do you know any details about how this</p> <p>4 actually works?</p> <p>5 A. I know some details, but you have --</p> <p>6 we get very sophisticated analysis of the situation when</p> <p>7 a given case comes up, for example, in my department</p> <p>8 with a series of line items, how the costs are borne and</p> <p>9 allocated. As a rule of thumb, what you can say is that</p> <p>10 the direct salary is paid by the host country.</p> <p>11 Q. When you say -- when you say "host</p> <p>12 company" --</p> <p>13 A. Sorry, I mean the host company in -- the</p> <p>14 legal entity employing him during that time of the</p> <p>15 assignment in the host country.</p> <p>16 Q. And I understood that's what you meant. I</p> <p>17 was just correcting it because we are bound by that --</p> <p>18 what appears on the transcript.</p> <p>19 A. That's all right.</p> <p>20 Q. That host company, what I'm trying to find</p> <p>21 out is, is there a protocol or head of an entity or</p> <p>22 committee which oversees this and sets rules and</p> <p>23 regulations for how it's paid?</p> <p>24 A. There is a group of people in the Basel</p> <p>25 HR department who are overseeing these international</p>
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<p>1 specific form and length of assignment to answer your</p> <p>2 question precisely in a -- on a case-by-case basis.</p> <p>3 "Secondly, normally, it is -- if it's an</p> <p>4 assignment which is lasting for a period of time, there</p> <p>5 is a -- a sharing of costs between the host country and</p> <p>6 the home country of the assignee."</p> <p>7 A. I was probably simplifying. By that,</p> <p>8 I mean of the respective legal entity in the host</p> <p>9 country and the respective legal entity in the home</p> <p>10 country.</p> <p>11 Q. I just wanted that clarified. So if --</p> <p>12 what you're saying is that if an entity had an employee</p> <p>13 from Syngenta Crop Protection Inc. who was assigned to a</p> <p>14 Canadian entity who was a subsidiary of Syngenta AG,</p> <p>15 they would split the -- the compensation?</p> <p>16 A. In some cases, these -- these -- the total</p> <p>17 costs for an employee are split according to, also from</p> <p>18 a tax perspective, accepted and allowable standards.</p> <p>19 I can make an example: if an assignee during</p> <p>20 an assignment to a foreign country remains in the</p> <p>21 social security system of his home company -- home</p> <p>22 country, excuse me, then part or all of that social</p> <p>23 security cost in the home country might still be borne</p> <p>24 by the home country legal entity while he is working in</p> <p>25 another country. That's an example of sharing the cost.</p>	<p>1 assignment cases. This is a specialist area of --</p> <p>2 this is a science in itself and these specialists are</p> <p>3 dealing with that on a global basis.</p> <p>4 Q. And they -- and they promulgate rules that</p> <p>5 are applicable for how these assignments, first of all,</p> <p>6 take place, and then, secondly, how the compensation is</p> <p>7 handled?</p> <p>8 A. They promulgate these detailed rules, yes.</p> <p>9 Q. I wanted to digress for just a moment and</p> <p>10 ask you a question from a response we received in a</p> <p>11 pleading and ask you a question about one of these</p> <p>12 answers we received to a Syngenta Crop Protection</p> <p>13 request for admission of fact, and we sent counsel</p> <p>14 requests for admissions of fact and asked whether or not</p> <p>15 Syngenta Corporation alone had the power to elect and</p> <p>16 remove members of the board of directors of Syngenta</p> <p>17 Seeds Inc., and the answer said:</p> <p>18 "Syngenta Crop Protection admits that, absent</p> <p>19 exceptional circumstances, Syngenta Corporation alone</p> <p>20 has the power to elect and remove the members of the</p> <p>21 board of directors of Syngenta Seeds."</p> <p>22 What are -- what are the exceptional</p> <p>23 circumstances?</p> <p>24 MR. POPE: Can you give me the number, Steve,</p> <p>25 so I can --</p>

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<p>1 MR. TILLERY: You can take mine. If you want</p> <p>2 to use them, these are mine. Just give them back to me</p> <p>3 when you're done.</p> <p>4 BY MR. TILLERY:</p> <p>5 Q. All I'm just asking are the "exceptional</p> <p>6 circumstances" language, is all. There's about eight or</p> <p>7 ten of those, and I wanted to know what they were.</p> <p>8 A. I don't know what -- what this refers</p> <p>9 to --</p> <p>10 Q. All right.</p> <p>11 A. -- from the top of my head.</p> <p>12 Q. Do you -- are you aware of any such</p> <p>13 exceptional circumstances? No?</p> <p>14 A. I'm not aware at this moment in time, no.</p> <p>15 Q. All right. And just so you know, I mean,</p> <p>16 the same thing was asked about Syngenta Crop</p> <p>17 Protection Inc.:</p> <p>18 "Syngenta Seeds alone has the power to elect</p> <p>19 and remove members of the board of directors of Syngenta</p> <p>20 Crop Protection Inc.?"</p> <p>21 And the answer was:</p> <p>22 "Syngenta Crop Protection Inc. admits that,</p> <p>23 absent exceptional circumstances, Syngenta Seeds alone</p> <p>24 has the power to elect and remove members of the board</p> <p>25 of directors of Syngenta Crop Protection Inc."</p>	<p>1 referring to, assuming it's the same group? Are these</p> <p>2 people from one entity or are they from several entities</p> <p>3 or do you know where they come from?</p> <p>4 A. I don't know that term "global mobility</p> <p>5 team" with any precision. I cannot comment on that.</p> <p>6 That's why I said I would assume this is the group of</p> <p>7 experts dealing with the international assignments, but</p> <p>8 I don't know that for sure.</p> <p>9 Q. Would the subsidiaries, like Syngenta Crop</p> <p>10 Protection Inc., have a copy of the international</p> <p>11 assignment policy?</p> <p>12 MR. POPE: Objection to the form of the</p> <p>13 question.</p> <p>14 THE WITNESS: I would need to speculate to</p> <p>15 answer that question.</p> <p>16 BY MR. TILLERY:</p> <p>17 Q. Well, I mean, I -- I'm just wondering why</p> <p>18 you would speculate. You're a board member of Syngenta</p> <p>19 Crop Protection Inc. Why do you think you would have to</p> <p>20 speculate?</p> <p>21 MR. POPE: If he doesn't know the answer he</p> <p>22 doesn't know that answer.</p> <p>23 THE WITNESS: I don't know the answer is -- is</p> <p>24 what I tried to say, excuse me.</p> <p>25 BY MR. TILLERY:</p>
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<p>1 A. As the parent company.</p> <p>2 Q. You know -- yes. And that's -- that's</p> <p>3 what I was looking for: what are those circumstances?</p> <p>4 A. I'm not sure what these exceptional</p> <p>5 circumstances are referring to.</p> <p>6 Q. That they're referring to. All right.</p> <p>7 Is there an international assignment policy, to your</p> <p>8 knowledge?</p> <p>9 A. To my knowledge, there is one, yes.</p> <p>10 Q. And what is that policy? Is it something</p> <p>11 that's in writing, a manual, or that sort of thing?</p> <p>12 A. To the best of my knowledge, that's the</p> <p>13 case, yes.</p> <p>14 Q. And who created that international</p> <p>15 assignment policy?</p> <p>16 A. That is developed within the</p> <p>17 HR department, as you would expect, and it's then</p> <p>18 finally, I guess, approved by the Syngenta executive</p> <p>19 committee.</p> <p>20 Q. And Syngenta has a global mobility team?</p> <p>21 A. That is probably the name of the group of</p> <p>22 specialists around international assignment I was</p> <p>23 referring to earlier.</p> <p>24 Q. Do you know who the people are who</p> <p>25 comprise that committee or that group that you're</p>	<p>1 Q. What you're saying is -- is that, whether</p> <p>2 this is circulated or not, you don't know, or if it's</p> <p>3 circulated to a limited -- a limited number of -- of</p> <p>4 people?</p> <p>5 A. I would not be involved in my capacity as</p> <p>6 a board member in knowing whether such a policy has been</p> <p>7 sent to Syngenta Crop Protection Inc.</p> <p>8 Q. Does Syngenta administer global training</p> <p>9 programs at its Basel headquarters?</p> <p>10 A. It administers certain global training</p> <p>11 programs which might take place wherever in the world,</p> <p>12 not just in Basel. There are -- there are certain of</p> <p>13 these programs, yes.</p> <p>14 Q. Does it do training programs in Basel?</p> <p>15 A. It might be the case that some sessions of</p> <p>16 training programs are taking place in Basel or in</p> <p>17 other -- I know that they, for example, are taking place</p> <p>18 from time to time in other places of Switzerland and in</p> <p>19 other parts of the world, such as the United States or</p> <p>20 Latin America. So this is not restricted to Basel where</p> <p>21 they are being conducted.</p> <p>22 Q. How many board members are there on the</p> <p>23 board of Syngenta Crop Protection Inc., sir?</p> <p>24 A. Let me do the count: five.</p> <p>25 Q. And who are those people?</p>

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<p>1 A. Vern Hawkins, myself, John Atkin, 2 Jason Fogden and Beth Quarles. 3 Q. You and Mr. Atkin are both members of the 4 Syngenta AG executive committee? 5 A. You said Mr. Atkin, sorry? 6 Q. Yes. You and Mr. Atkin -- 7 A. Yes. 8 Q. -- are -- are both members of the 9 Syngenta AG executive committee? 10 A. That's true. 11 Q. And Mr. Atkin is the global head of 12 Syngenta's crop protection business, isn't he? 13 A. That is right. 14 Q. How long have you been on the board of 15 Syngenta Crop Protection Inc.? 16 A. From memory, since 2003 or '4. 17 Q. How long has John Atkin been on it? 18 A. I would not know that question out of my 19 head. 20 Q. Have members of Syngenta AG's executive 21 committee always been on the Syngenta Crop Protection 22 board? 23 MR. POPE: You mean since its formation at the 24 time of the merger. 25 THE WITNESS: To the best of my knowledge,</p>	<p>1 MR. POPE: Objection to the form of the 2 question. Who says there is an individual? 3 BY MR. TILLERY: 4 Q. That's what the documents show, that there 5 was an individual: the president of -- by unanimous 6 ruling, being the only sole holder -- shareholder, 7 appointed them? 8 A. So it was -- it was an act of the legal 9 entity Syngenta Seeds Inc., I guess. 10 Q. I'm asking you who that was; do you know? 11 A. I don't know from -- 12 Q. Okay. And then who appoints the Syngenta 13 Seeds head? 14 A. That's normally an act which has to be 15 made by its parent company, which is Syngenta 16 Corporation. 17 Q. Okay. And -- 18 A. The chairman of Syngenta -- 19 Q. Yes, go ahead. Follow it through. You're 20 on a roll. 21 A. I don't want to be on a roll. The 22 chairman of Syngenta Corporation is Vern Hawkins. 23 Q. Is Vern Hawkins? 24 A. Right. 25 Q. So Syngenta Corporation has Vern Hawkins</p>
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<p>1 yes. 2 BY MR. TILLERY: 3 Q. These three other directors who are not on 4 the executive committee, how were they appointed? 5 A. To the board of Syngenta Crop 6 Protection Inc.? 7 Q. Right. I think you said Quarles, Fogden 8 and -- 9 A. Vern Hawkins. 10 Q. Hawkins. How were they appointed? 11 A. They are appointed by the relevant 12 competent body, which is in this guess case, I guess, a 13 shareholder resolution of Syngenta Seeds Inc. 14 Q. Okay. So Syngenta Seeds Inc. appointed 15 them? 16 A. Is -- is the parent company of Syngenta 17 Crop Protection Inc., and that's the -- from memory, 18 that's the competent body to appoint. 19 Q. Okay. And you say competent body, meaning 20 according to the -- 21 A. To the by-laws of Syngenta Crop Protection 22 Inc. 23 Q. The by-laws, okay. And who was the person 24 who would have appointed them, the individual? Do you 25 know?</p>	<p>1 as the president? 2 A. As the chairman. 3 Q. As the chairman. And who appointed 4 Vern Hawkins? 5 A. The shareholder of Syngenta Corporation is 6 a Dutch entity. 7 Q. Okay. And what's it called? 8 A. From memory, Syngenta JVBV or BC or 9 something. Sorry. 10 Q. Okay. And who is the head of that 11 company? 12 A. I couldn't tell you that. 13 Q. Do you know who appointed that person? 14 A. No. Not from the top of my head. 15 Q. And that entity is owned by whom? 16 A. That is owned by Syngenta Participation AG 17 or by Syngenta AG; one of the two. Participation 18 probably, most probably. 19 Q. So that entity is owned by Syngenta 20 Participations? 21 A. Yes, and Syngenta Participations is owned 22 by Syngenta AG. 23 Q. So -- and Syngenta AG owns Syngenta 24 Participations? 25 A. Right.</p>

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<p>1 Q. How often does the board of Syngenta Crop 2 Protection Inc. meet? 3 A. The board does not meet physically, but we 4 are taking written resolution by unanimous decisions. 5 Q. And when you say you don't meet 6 physically, does that mean you don't appear in the same 7 location? 8 A. Right. 9 Q. Or does that mean you don't meet? 10 A. We don't meet. That's what I mean: we 11 don't meet physically, yes. 12 Q. Well, you could meet by phone. Do you 13 meet by phone? 14 A. Not as a regular matter, no. 15 Q. You -- you sign unanimous consents, don't 16 you? 17 A. And -- yes, that's true. 18 Q. And lawyers, some lawyer or some person -- 19 some person will prepare a unanimous consent and 20 circulate it among the members of the board, and you 21 sign them and that goes to the secretary of the 22 corporation; correct? 23 A. Yes, and those requests for unanimous 24 decision come with an underlying documentation, which 25 gives the background to the decision to be taken, and</p>	<p>1 Q. -- resolutions or meetings? 2 A. I couldn't tell you the exact number. 3 A series of them. 4 Q. Has the Syngenta Crop Protection 5 Incorporated board ever met in Basel? 6 A. No. 7 Q. Has the Syngenta Crop Protection 8 Incorporated board ever refused to adopt a Syngenta AG 9 global policy? 10 A. From the best of my recollection, no. 11 Q. Has, to your knowledge, Syngenta Crop 12 Protection Inc. adopted every single Syngenta global 13 policy put before it? 14 MR. POPE: Objection to the form of the 15 question. No foundation. 16 THE WITNESS: Was the question referring to 17 the board of Syngenta Crop Protection Inc. or -- 18 BY MR. TILLERY: 19 Q. The board. The board. 20 A. No, not to the best of my knowledge. No. 21 Q. That's at least been the case for the 22 years that you've been there on the board; correct? 23 MR. POPE: Objection. 24 THE WITNESS: As I said, to the best of my 25 knowledge, that's how I can answer it.</p>
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<p>1 if there are discussions around that topic, then they 2 are taking place between the peoples involved on a 3 one-to-one basis or in groups, if necessary, based on 4 the supporting documentation for the decision. 5 Q. Okay. Okay. When was the last time you 6 remember ever having one of those discussions that 7 resulted in acting on business in Syngenta Crop 8 Protection? When was the last time? 9 A. I -- I don't remember it precisely: a 10 couple of months ago, probably. 11 Q. Did you have one in 2010? 12 A. I guess so, from the top of my head. 13 Q. Do you remember -- do you remember what it 14 was? 15 A. I think it was about data compensation. 16 Q. Data? 17 A. Data compensation settlement -- dispute 18 settlement which we had to approve as a board. 19 Q. Okay. And did you pass a resolution? 20 A. We did pass a resolution. 21 Q. And you signed it? 22 A. I did sign it. 23 Q. Okay. When -- how many of those meetings 24 did you have in 2009? How many of those -- 25 A. Resolutions.</p>	<p>1 BY MR. TILLERY: 2 Q. Right. And you've been on there, I think 3 you said -- I think you said from -- 4 A. 2003/2004. 5 Q. 2004. At least since 2004, the Syngenta 6 Crop Protection Incorporated board has never refused to 7 adopt a Syngenta global policy? 8 MR. POPE: Objection to the form of the 9 question. 10 BY MR. TILLERY: 11 Q. Is that right? 12 MR. POPE: Lack of foundation. 13 THE WITNESS: To the best of my recollection, 14 the answer to that question is no. 15 BY MR. TILLERY: 16 Q. The answer is no? 17 A. It has never rejected. 18 Q. All right. Are there minutes of -- of 19 these meetings or resolutions passed? 20 A. There are. 21 Q. And who keeps the minutes? 22 A. The secretary. 23 Q. Is that Elizabeth Quarles? 24 A. Yes. 25 Q. Are the reports of those meetings sent to</p>

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<p>1 Syngenta AG?</p> <p>2 A. To the extent that I know, not.</p> <p>3 Q. Have you ever abstained from a vote of the</p> <p>4 Syngenta Crop Protection Inc. board of directors on the</p> <p>5 ground of a conflict of interest?</p> <p>6 MR. POPE: Objection to the form of the</p> <p>7 question.</p> <p>8 THE WITNESS: To the best of my recollection,</p> <p>9 no.</p> <p>10 BY MR. TILLERY:</p> <p>11 Q. Have you ever seen any situation in your</p> <p>12 years associated with the Syngenta AG companies where</p> <p>13 there has been any issue regarding a conflict between</p> <p>14 the best interests of Syngenta AG and the best interests</p> <p>15 of any of the subsidiary entities on boards that you sit</p> <p>16 on?</p> <p>17 A. I don't think so.</p> <p>18 Q. Would it be fair to say that you've never</p> <p>19 been placed in a position of conflict because all of the</p> <p>20 Syngenta companies are working for a common -- common</p> <p>21 and unified organizational interest?</p> <p>22 MR. POPE: Objection to the form of the</p> <p>23 question. Argumentative.</p> <p>24 THE WITNESS: On -- I can only answer it on</p> <p>25 that generic level: no.</p>	<p>1 must be hundreds, at least.</p> <p>2 Q. Are they in a different building than</p> <p>3 you're in?</p> <p>4 A. Yes, they are.</p> <p>5 Q. And is there any indication that their</p> <p>6 entity there is Syngenta Crop Protection AG as compared</p> <p>7 to Syngenta?</p> <p>8 A. By "indication", you mean --</p> <p>9 Q. A big sign on the front that says</p> <p>10 "Syngenta Crop Protection AG"?</p> <p>11 A. You will find some of these signs in the</p> <p>12 hallways and so on, but not --</p> <p>13 Q. Have you ever seen one in the hallway that</p> <p>14 says "Syngenta Crop Protection"?</p> <p>15 A. I have -- over the years, I have seen</p> <p>16 posters and the likes with that in there, of course, but</p> <p>17 formal signage of the building as "This is the building</p> <p>18 of Syngenta Crop Protection AG" I'm not aware of, if</p> <p>19 that's the question.</p> <p>20 Q. Tell me the last time you saw a sign in</p> <p>21 any Basel entity -- any -- strike that.</p> <p>22 Tell me the last time you saw a sign in any</p> <p>23 Basel building telling you that it was a particular</p> <p>24 entity, like Syngenta Crop Protection AG?</p> <p>25 MR. POPE: Well, it doesn't necessarily have</p>
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<p>1 BY MR. TILLERY:</p> <p>2 Q. They're not working on -- for a common</p> <p>3 goal --</p> <p>4 A. Sorry, maybe I was confused. I was not</p> <p>5 saying that. I did not want to say that. They are</p> <p>6 working for a common goal --</p> <p>7 Q. They are working for a common goal?</p> <p>8 A. I think that's pretty obvious, yes.</p> <p>9 Q. And that's one of the reasons you've never</p> <p>10 been placed in a conflict, isn't it?</p> <p>11 A. A globally active group of companies has</p> <p>12 to be aligned amongst its pieces, I guess. That's what</p> <p>13 shareholders request us to do.</p> <p>14 Q. All right. Could you tell me about</p> <p>15 Syngenta Crop Protection AG and what its function is?</p> <p>16 A. Syngenta Crop Protection AG is the legal</p> <p>17 entity operate -- under which the crop protection</p> <p>18 activities in Switzerland are operated by -- and by</p> <p>19 "in Switzerland", I mean the global functions dealing</p> <p>20 with the crop protection business located in Switzerland</p> <p>21 and their staff members are employed by Crop Protection</p> <p>22 AG.</p> <p>23 Q. How many people do they have working at</p> <p>24 AG?</p> <p>25 A. I couldn't tell you the exact numbers. It</p>	<p>1 to own the whole building, Steve. I object to the form</p> <p>2 of the question.</p> <p>3 BY MR. TILLERY:</p> <p>4 Q. Part of it.</p> <p>5 A. Look, I come across the name Syngenta Crop</p> <p>6 Protection AG and other legal entity names on</p> <p>7 letterheads, and so on, all over the place, and -- and</p> <p>8 on -- on product-related material, and so on, you can</p> <p>9 find it. If you ask me precisely when was the last day</p> <p>10 I stepped in front of a signage of that sort, I couldn't</p> <p>11 answer that question.</p> <p>12 Q. Are you the president of the board?</p> <p>13 A. I'm the chairman of the board, as we call</p> <p>14 it, yes.</p> <p>15 Q. The chairman. And the two other board</p> <p>16 members?</p> <p>17 A. Are John Atkin and John Ramsay.</p> <p>18 Q. John Atkin is the chief operating officer</p> <p>19 of Syngenta's global crop -- crop protection business?</p> <p>20 A. That's correct.</p> <p>21 Q. And all three directors of Syngenta Crop</p> <p>22 Protection AG are also members of Syngenta AG's</p> <p>23 executive committee?</p> <p>24 A. That is correct.</p> <p>25 Q. Do all members of Syngenta AG's executive</p>

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<p>1 committee sit on one or more boards of Syngenta AG 2 subsidiaries? 3 A. All but one or two, from the top of my 4 head. I'm not sure about -- I'm not -- I cannot give 5 you the answer with the last precision. 6 Q. Okay. 7 A. I would assume they are, in one at least, 8 but don't -- don't take this for granted. 9 Q. Does the board of directors of Syngenta 10 Crop Protection AG hold meetings? 11 A. We do not hold formal meetings where we 12 are all in present. 13 Q. Are they done by -- you know, by consent? 14 A. Right. 15 Q. What is the relationship between Syngenta 16 Crop Protection AG and Syngenta Crop Protection Inc.? 17 A. There is no direct relationship in terms 18 of shareholding/parent/subsidiary relationship. They 19 are part of the same group of companies under the roof 20 of Syngenta AG in legal terms. 21 Operationally, the global functions of 22 crop protection -- of the crop protection business are 23 mostly comprised within Syngenta Crop Protection AG. 24 John Atkin and his key staff members are -- John Atkin 25 himself not, but his key staff members are -- are</p>	<p>1 business aspects of that global business and, therefore, 2 his contribution he can make as a board member of some 3 of the more important operating units in a given 4 country. 5 BY MR. TILLERY: 6 Q. It's also to manage and coordinate the 7 global business; right? 8 A. That is part of it. 9 THE VIDEOGRAPHER: So sorry, I need to change 10 the tape. 11 MR. TILLERY: I'm sorry, I forgot all about 12 you. 13 THE VIDEOGRAPHER: Going off the record, the 14 time is 14:10. End of tape 2, volume I in the 15 videotaped deposition of Christoph Maeder. 16 (2:10 p.m.) 17 (Break taken.) 18 (2:23 p.m.) 19 THE VIDEOGRAPHER: Here begins videotape 20 number 3, volume I in the videotaped deposition of 21 Christoph Maeder. Going on the record. The time is 22 14:23. Thank you. 23 BY MR. TILLERY: 24 Q. Can you tell me about how research is 25 shared among Syngenta AG subsidiaries? And I say</p>
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<p>1 employees of Syngenta Crop Protection AG. 2 Q. Do you know if, for example, Syngenta Crop 3 Protection AG has dealings with issues involving 4 atrazine? 5 A. In the context of its global involvement 6 in product research and development, yes. 7 Q. Do they make decisions about atrazine 8 research? 9 A. Since atrazine is an old compound, 10 research -- frontline research activities are pretty 11 minimal around atrazine, as far as I can see, so the 12 answer to that question is, I don't know whether there 13 are any significant decisions to be made around research 14 in atrazine at all. 15 Q. Is John Atkin the chief operating officer 16 of Syngenta AG's global crop protection business? 17 A. Right. 18 Q. Can you tell me the logic behind having 19 the chief operating officer of Syngenta AG's global 20 crop protection business sitting on the boards of 21 multiple Syngenta AG crop protection subsidiaries? 22 MR. POPE: Objection to form of the question. 23 THE WITNESS: The logic is, from my 24 perspective, to be seen in -- in his role as the global 25 COO of the business, i.e., his intimate knowledge of the</p>	<p>1 "research"; I don't mean to necessarily limit it to the 2 core issues or compounds in this litigation. I'm 3 talking about the -- just general scientific research 4 or -- how is -- how is it done? How is this information 5 shared? 6 A. How is it done first, maybe. 7 Q. Okay. 8 A. In our industry, we make a differentiation 9 between research and development. Research in the 10 chemicals business -- and I'm talking chemicals business 11 now only, and not seeds, because we are active in seeds 12 as well, which is a totally different research affair, 13 if I may say so. 14 The chemicals business research centers around 15 the development -- sorry, the invention, I should say, 16 because development is something else, the invention of 17 active ingredients, i.e., molecules, which are then, 18 through several development processes after they have 19 been invented by research, are brought into a saleable 20 form in the form of a product, which means formulation, 21 packaging, adjuvants, other ingredients, and so on. 22 So -- but research centers around the invention 23 of molecules, new molecules, that is done within 24 Syngenta in a series of global -- as we call them, 25 global research sites, the most important of which are</p>

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<p>1 located in Switzerland, the United Kingdom, the</p> <p>2 United States, China, to a degree in India, something in</p> <p>3 Singapore. That is the research side to it.</p> <p>4 These -- these molecules are then further</p> <p>5 developed through development activities into final</p> <p>6 products, as I said, and that means they need to be</p> <p>7 adapted to the needs of the local markets, the local</p> <p>8 customers.</p> <p>9 That is dependent, of course, on climate,</p> <p>10 dependent on the fauna, the plants to be treated, and,</p> <p>11 therefore, that is -- development activities, there</p> <p>12 is -- in an initial phase, there is a global -- a global</p> <p>13 aspect to it, but then it goes more into a local</p> <p>14 territorial aspect, and it needs to be done then in a</p> <p>15 dispersed way around the globe. That is a basic, broad</p> <p>16 generic overview.</p> <p>17 Q. So if -- if some research were undertaken</p> <p>18 in one of these locations that you've -- you have</p> <p>19 mentioned and that research benefited more than one</p> <p>20 subsidiary -- in other words, the work related to a</p> <p>21 product that was being sold by multiple different</p> <p>22 subsidiaries, how would that research or the findings,</p> <p>23 conclusions or data or any of this stuff be shared by</p> <p>24 the entities who would find it of interest to their</p> <p>25 products?</p>	<p>1 Q. Right.</p> <p>2 A. -- environmental studies, toxicology</p> <p>3 studies --</p> <p>4 Q. Yes, that's right.</p> <p>5 A. -- animal studies, and so on, health</p> <p>6 studies.</p> <p>7 The results of these studies are relevant on a</p> <p>8 global basis basically by their nature, because</p> <p>9 registration authorities around the world who are</p> <p>10 registering our products based on the results of these</p> <p>11 studies, they want to be informed as a matter of</p> <p>12 mandatory rules about findings around these compounds</p> <p>13 wherever they occur.</p> <p>14 So in the lifecycle of a product, we have to --</p> <p>15 we have to support our product registrations with the</p> <p>16 respective scientific data out of these studies. If we</p> <p>17 have findings around these studies, they need to be</p> <p>18 reported to the registration authorities in territories</p> <p>19 outside of the country where they have been produced as</p> <p>20 a matter of -- of registration law, basically.</p> <p>21 So study data is of global relevance by its</p> <p>22 sheer nature --</p> <p>23 Q. Is there any --</p> <p>24 A. -- as a -- as a -- as a general comment.</p> <p>25 Q. And we have talked about this in the</p>
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<p>1 A. Who would find, excuse me?</p> <p>2 Q. Who would find it of interest to their</p> <p>3 products?</p> <p>4 A. Of interest. Excuse me, I didn't get</p> <p>5 that. Okay. Those subsidiaries would -- would market</p> <p>6 products which they, together with global research and</p> <p>7 development, develop for the purposes of their local</p> <p>8 market based on intercompany agreements where they</p> <p>9 are -- where they are getting supplied with -- with the</p> <p>10 products who are -- are or -- might or might not be</p> <p>11 manufactured in their respective territories which</p> <p>12 normally are being formulated and packed in the</p> <p>13 respective territory, labeled and registered in the --</p> <p>14 in the local markets, and they would distribute those</p> <p>15 products based on intercompany arrangements.</p> <p>16 Q. Would the -- would -- if they did research</p> <p>17 studies or they had funded research studies, would -- is</p> <p>18 there any way, any policy for sharing the results of</p> <p>19 research or studies among companies and entities?</p> <p>20 A. Again, this may be a distinction to be</p> <p>21 made between R&D --</p> <p>22 Q. Right.</p> <p>23 A. Research and development. You are talking</p> <p>24 about studies. You are probably referring mainly to</p> <p>25 development studies --</p>	<p>1 general context. In terms of specifics, in terms of</p> <p>2 science relating, let's say, to atrazine as the compound</p> <p>3 to be used as stand-alone product or in a mix, is there</p> <p>4 any limitation that would be placed upon any one of the</p> <p>5 subsidiaries' access to information about atrazine?</p> <p>6 A. Not that I am aware of.</p> <p>7 Q. From -- from what you understand, would</p> <p>8 there be any limitation placed on Syngenta's --</p> <p>9 Syngenta Crop Protection Inc.'s ability to obtain</p> <p>10 documents from Swiss entities relating to atrazine?</p> <p>11 MR. POPE: Again, you are talking about</p> <p>12 research-type information?</p> <p>13 BY MR. TILLERY:</p> <p>14 Q. Yes, I'm talking about studies, science,</p> <p>15 anything like that at all?</p> <p>16 A. Not that I know.</p> <p>17 Q. You're not aware of any --</p> <p>18 A. I'm not aware of -- I'm not positively</p> <p>19 aware of either of the possibilities.</p> <p>20 Q. So, as far as you know, there's no</p> <p>21 limitation on their ability to obtain documents relating</p> <p>22 to that product?</p> <p>23 A. I am not aware of those, which is to say</p> <p>24 I don't know the precise answer to your question.</p> <p>25 Q. What does Syngenta International AG do?</p>

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<p>1 A. Syngenta International AG, as we call it, 2 is the management company for the group management, 3 i.e., it is the legal entity employing the Syngenta 4 executive committee members plus some of their corporate 5 staff members. For example, my corporate legal people 6 are all employed by Syngenta International AG. So it's 7 group executive committee and staff, core staff, 8 basically. 9 Q. How many people are employed by Syngenta 10 International -- 11 A. I couldn't tell you the exact number -- 12 MR. POPE: Let him finish his question, 13 please. 14 BY MR. TILLERY: 15 Q. Syngenta International AG? 16 A. I couldn't tell you the exact number. 17 My guesstimate is around a number of about 100. 18 Q. Okay. What role does Syngenta 19 International AG play within the Syngenta network of 20 companies? 21 MR. POPE: Objection. You said -- in addition 22 to what he's already testified to? 23 BY MR. TILLERY: 24 Q. Yes, in addition. 25 A. Since it is the -- the home of the group</p>	<p>1 of things. The broad structure of having a holding 2 company which is the listed company with divisional 3 entities being concerned with the respective businesses 4 and having a group management company and some 5 intermediate holding company is comparable to the one of 6 Novartis. 7 Q. Does Syngenta International AG have any 8 business relationship with Syngenta Crop 9 Protection Inc.? 10 A. Not in terms of product-related business 11 interactions whatsoever. 12 Q. No ownership interest? In other words, 13 there is no direct or indirect line? 14 A. Syngenta International AG has, 15 from memory, no subsidiary whatsoever underneath. 16 Q. Is it only located in Basel? 17 A. Yes, that's correct. 18 Q. Does Syngenta International AG only do 19 business with and for other Syngenta entities? 20 A. Sorry, can I -- 21 Q. Sure, of course. 22 A. Say that again, excuse me. 23 Q. Does Syngenta International AG only do 24 business with or for other Syngenta entities? 25 A. Syngenta International AG can be the party</p>
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<p>1 executive committee and their respective core staff 2 members, it is what I would call the coordination center 3 for the -- for the Syngenta group. 4 Q. Why -- why a separate group, Syngenta 5 International AG, as opposed to Syngenta AG and having 6 the same group of people in Syngenta AG? 7 A. First of all, I know from the history that 8 the concept of having a separate entity where that has 9 been taken over from the Novartis model at the time of 10 the creation of Syngenta. Novartis had the same 11 structure for the group executive committee and their 12 staff members. That is the historic explanation of it. 13 The fact that Syngenta AG, the ultimate holding company, 14 does not have personnel is absolutely a usual concept 15 for Swiss-listed entities, corporations. 16 Q. You made a comment about the 17 coordination -- not coordination, strike that. 18 You made a comment about this following, 19 effectively, Novartis, in terms of the model and 20 Novartis International AG. What differences, in terms 21 of management structure, took place after Syngenta was 22 created than the Novartis model? What was different 23 about it? 24 A. There are many differences probably you 25 could refer to if you looked at the more detailed level</p>	<p>1 to a contract with a third party as well in the context 2 of a financial transaction, financial market 3 transaction, in the context of an M&A transaction, but 4 in terms of the product market we are talking about for 5 Syngenta, Syngenta International AG doesn't take part in 6 the commercial activities of the group. 7 Q. So as a practical matter, whether or not 8 it could engage in other types of business outside the 9 Syngenta umbrella of entities, it restricts itself to 10 working with or in connection with Syngenta entities? 11 A. That's a fair description. 12 Q. Michael Mack, John Ramsay and you are the 13 board of directors? 14 A. That's correct. 15 Q. Michael Mack is president of the board? 16 A. Sorry, chairman -- 17 Q. Chairman. 18 A. -- of the board. 19 Q. Does the board of Syngenta International 20 AG hold meetings? 21 A. Not physical meetings. 22 Q. Does it by -- 23 A. By written resolutions. 24 Q. -- written consent. Syngenta 25 Participations AG, could you tell me what it does?</p>

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<p>1 A. Syngenta Participation AG is basically an 2 intermediate holding company which has no direct 3 business activities, other than holding interests in 4 other Syngenta entities, on the one hand, and being the 5 owner of some intellectual property, on the other. 6 Q. And in terms of intellectual property 7 rights, does it hold, for example, the patents with 8 respect to certain compounds? 9 A. It does hold the patents of certain 10 compounds. 11 Q. If we were talking about Syngenta Crop 12 Protection Inc., would compounds that it uses or sells 13 that are patented -- 14 A. Yes. 15 Q. -- would -- would those patents -- 16 A. Some of them, not all of them. 17 Q. Of course. Would the ones that it has -- 18 that its patent -- where the patents exist, would those 19 patents be held by Syngenta Participations AG? 20 A. Some would, yes. 21 Q. What are the exceptions to that? 22 A. These are basically historic constructs. 23 Some of the intellectual property of Syngenta as a whole 24 is, for historic reasons, held in Switzerland or in the 25 United States or in the UK predominantly. These are</p>	<p>1 Q. -- of the board? 2 A. Yes. 3 Q. Is Peter Schreiner also on the board of 4 Syngenta AG? 5 A. No. 6 Q. To your knowledge, has there ever been 7 anything but a unanimous consent vote by the boards of 8 directors of any of the Syngenta subsidiaries? 9 MR. POPE: Objection. That's an awful lot 10 of -- 11 THE WITNESS: I can't answer that question. 12 BY MR. TILLERY: 13 Q. Because you don't sit on -- 14 A. I don't know. Of course. 15 Q. Well, let's put it this way: for the ones 16 you sit on, the boards that you sit on, the 17 subsidiaries, has there ever been in any of them 18 anything but unanimous consents? 19 A. I do not have an active recollection of 20 that -- 21 Q. Do you recall -- 22 A. -- of a case where this was not the case. 23 Q. Okay. So just to clear up our record, to 24 make sure we're -- 25 A. Yes, that's fine.</p>
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<p>1 the countries where the main patents are being held. 2 That is the history of Syngenta and its predecessor 3 companies, how at the time this intellectual property 4 was created and funded. 5 Q. And it basically stayed the same with the 6 creation of Syngenta Corporation? 7 A. We did some transfers of intellectual 8 property rights, but the basic structure was reflecting 9 the historic portfolio of -- of holdings of intellectual 10 property plus what was coming subsequently in the 11 ten years since Syngenta existed, yes. 12 Q. Do you know how many employees Syngenta 13 Participations AG has? 14 A. I don't think that Syngenta Participation 15 AG has any employees. 16 Q. Does it have offices outside of Basel? 17 A. No. 18 Q. As far as you know, it only does business 19 with other Syngenta companies? 20 A. That's correct. 21 Q. It has three members of its board -- 22 Peter Schreiner, John Ramsay and you? 23 A. I think that's correct, yes. 24 Q. And you're the chairman -- 25 A. Chairman.</p>	<p>1 Q. Your recollection is that the boards 2 you've sat on, they've all been handled by consent, the 3 meetings have been handled by consent, of all the 4 subsidiaries on which you serve as a board member? 5 A. If you mean by unanimous written 6 consent -- 7 Q. That's what I mean. 8 A. The answer is no, because we are holding 9 physical, by telephone most of the time, board meetings 10 of Syngenta Corporation, the US holding company. 11 Q. Okay. And that is a -- that is a 12 subsidiary as well? 13 A. That is a subsidiary of Syngenta 14 Participation AG. 15 Q. So is Syngenta Corporation the only 16 exception? 17 A. That is the exception I am -- 18 MR. POPE: Of the boards he sits on. 19 THE WITNESS: Of the boards I am sitting on, 20 yes. 21 BY MR. TILLERY: 22 Q. Okay. Syngenta Corporation has meetings 23 by phone? 24 A. It has meetings by phone, yes. 25 Q. And who is on the board of Syngenta</p>

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<p>1 Corporation?</p> <p>2 A. Okay. Let me try to get that together.</p> <p>3 It's John Ramsay and myself, Vern Hawkins, Cheryl Quain,</p> <p>4 David Morgan and Jason Fogden.</p> <p>5 Q. Are each of those people, in one way or</p> <p>6 another, employed by a Syngenta company?</p> <p>7 A. All of them are.</p> <p>8 Q. Has there ever been a board meeting -- as</p> <p>9 you say, you have these meetings -- where the vote was</p> <p>10 less than unanimous?</p> <p>11 A. There have been board meetings where we</p> <p>12 had dissenting opinions reflected in the discussion, but</p> <p>13 finally we found a majority or a unanimous vote on</p> <p>14 things.</p> <p>15 Q. And -- and were those votes recorded in</p> <p>16 the record? Were they actually recorded?</p> <p>17 A. I don't remember.</p> <p>18 Q. And all of the other ones that you have</p> <p>19 sat on, besides the board of Syngenta Corporation, all</p> <p>20 of the business has been transacted by unanimous written</p> <p>21 consent of the board members?</p> <p>22 MR. POPE: In accordance with the process he</p> <p>23 talked about earlier.</p> <p>24 MR. TILLERY: I don't know what that was.</p> <p>25 BY MR. TILLERY:</p>	<p>1 I recollect, in capital market transaction, and so on,</p> <p>2 but it has no direct business involvement in the daily</p> <p>3 operations of the other entities.</p> <p>4 Q. Does it have any business relationship</p> <p>5 with Syngenta Crop Protection Inc.?</p> <p>6 A. I couldn't tell you with certainty whether</p> <p>7 there is any -- any of that.</p> <p>8 Q. Does it have offices outside of Basel?</p> <p>9 A. No.</p> <p>10 Q. And does it have employees?</p> <p>11 A. Not to my knowledge.</p> <p>12 Q. It has three directors?</p> <p>13 A. That is my recollection.</p> <p>14 Q. And those include you and Peter Schreiner?</p> <p>15 A. It includes me and Schreiner, that's for</p> <p>16 sure. I couldn't tell you the third one at this point</p> <p>17 in time.</p> <p>18 Q. And Syngenta Agro AG; could you tell me</p> <p>19 about that entity?</p> <p>20 A. I can. Syngenta Agro AG is the entity</p> <p>21 which hosts the Swiss operational business for the</p> <p>22 Swiss market located in a place outside of Basel</p> <p>23 in another part of Switzerland called Dielsdorf,</p> <p>24 D-I-E-L-S-D-O-R-F, and it's an entity which is the --</p> <p>25 has as its predecessor a company which at one point in</p>
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<p>1 Q. But I was just asking you, of the boards</p> <p>2 where you've sat on Syngenta subsidiary companies, other</p> <p>3 than Syngenta Corporation that you've just described to</p> <p>4 me, have they all been handled, that is, the board of</p> <p>5 directors meetings, by unanimous written consent?</p> <p>6 A. Of the companies I am sitting actually on</p> <p>7 the board of, except Syngenta Corporation, that is, to</p> <p>8 the best of my memory, the case.</p> <p>9 Q. Thanks.</p> <p>10 A. I might add that, it seems to me that,</p> <p>11 in the very early days, with respect to Syngenta</p> <p>12 International AG, there have been one or the other</p> <p>13 exceptions, but many years ago. I -- I'm not sure if my</p> <p>14 memory helps me, really, but I kind of seem to remember</p> <p>15 something of that sort.</p> <p>16 Q. What does Syngenta Finance AG do?</p> <p>17 A. Syngenta Finance AG is a company</p> <p>18 headquartered in Switzerland, which has, again, no</p> <p>19 employees, to the best of my knowledge, but is -- is</p> <p>20 used as a financial vehicle in the context of the</p> <p>21 funding of the corporation as a whole.</p> <p>22 Q. What -- what role does it play with the</p> <p>23 other entities?</p> <p>24 A. It is part of the -- of the global funding</p> <p>25 of Syngenta as a company. It plays a role, as far as</p>	<p>1 time was acquired, and that's why the Swiss business is</p> <p>2 not in Basel but is outside of Basel and it serves the</p> <p>3 purposes of the Swiss market. And I'm on the board</p> <p>4 of that company in my capacity as the head of</p> <p>5 Switzerland.</p> <p>6 Q. Does Syngenta Agro AG have any</p> <p>7 relationship with Syngenta Crop Protection Inc., to your</p> <p>8 knowledge?</p> <p>9 A. To my knowledge, I don't think they have a</p> <p>10 direct relationship.</p> <p>11 Q. Does Syngenta Agro AG only do business</p> <p>12 with other Syngenta entities?</p> <p>13 A. No, they do business with customers.</p> <p>14 Q. How many directors are on that board?</p> <p>15 A. I think it's three as well, from memory.</p> <p>16 Q. You, Mr. Schreiner and someone else?</p> <p>17 A. Exactly. That's my recollection.</p> <p>18 Q. Were you involved in the discussions</p> <p>19 regarding the naming of Syngenta?</p> <p>20 A. I was involved, yes.</p> <p>21 Q. The name was designed to call up the word</p> <p>22 "synergy"?</p> <p>23 A. Not -- not directly, no. It was -- the</p> <p>24 first three letters, "syn", was -- was a reference to</p> <p>25 several, I guess, Greek words which the naming agency</p>

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<p>1 who developed that name did -- synergy, synthesis was</p> <p>2 another reference, and it was that notion of synthesis,</p> <p>3 bringing things together, which was really dominating</p> <p>4 that part of the name.</p> <p>5 Q. Your website says the Greek word, as you</p> <p>6 say, "syn", reflects synergy and synthesis, integration</p> <p>7 and consolidating strengths. That's the same way -- the</p> <p>8 same thing you said?</p> <p>9 A. That's exactly what it is.</p> <p>10 Q. Right. In numerous employee, shareholder</p> <p>11 and other documents, Syngenta discusses the value of</p> <p>12 synergy and what synergy brings to the company. Is it</p> <p>13 fair to say that the image Syngenta seeks to protect is</p> <p>14 that Syngenta is a highly integrated corporate organism</p> <p>15 that works across traditional corporate boundaries to</p> <p>16 achieve common goals?</p> <p>17 A. I think that is a fair statement. The</p> <p>18 main -- there are several complex elements to that,</p> <p>19 I would guess. The main one I can think of of such a</p> <p>20 statement is around bringing different aspects of the</p> <p>21 agribusiness together for the benefit of the customer,</p> <p>22 and the synergy in that sense occurs particularly at the</p> <p>23 customer levels through an integrated offer of different</p> <p>24 technologies -- crop protection, seed, seed treatment,</p> <p>25 traits, and so on, genetic traits.</p>	<p>1 A. Since this is 2002, you said?</p> <p>2 Q. Right.</p> <p>3 A. I would guess this refers to the fact that</p> <p>4 at the time, in the furtherance of the merger, which</p> <p>5 took place by the end of -- at the end of 2000, we were</p> <p>6 still in the phase of consolidating our capacity</p> <p>7 throughout the globe, and this -- the main contribution</p> <p>8 to the synergies realized through the Syngenta merger</p> <p>9 came -- on cost base came through the consolidation of</p> <p>10 our production base, which had, of course, overlaps and</p> <p>11 duplication through the fact that there were two fully</p> <p>12 operating global supply operations before the merger,</p> <p>13 and that took years to get those synergies, and so in</p> <p>14 2002 that's still I guess a reference to that program</p> <p>15 initiated at the merger, or which was a program -- a</p> <p>16 multi-year program.</p> <p>17 Q. What was the operational program -- strike</p> <p>18 that.</p> <p>19 What is the operational program called</p> <p>20 "operational efficiency"?</p> <p>21 A. I don't have a precise recollection.</p> <p>22 Q. It's in your financial report, 2006, at</p> <p>23 page 54, and I didn't know what it meant. It's an</p> <p>24 operational --</p> <p>25 A. We had, in the context -- excuse me.</p>
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<p>1 Q. It also applied to the employees who --</p> <p>2 and I think at one point there is a reference to the</p> <p>3 fact the employees -- to make employees feel they are</p> <p>4 part of an integrated whole?</p> <p>5 A. Employees feeling part of an integrated</p> <p>6 agribusiness company is part of our corporate identity</p> <p>7 effort, no doubt.</p> <p>8 Q. In your 2002 SEC filing, you informed</p> <p>9 shareholders that Syngenta -- I'm quoting -- manages</p> <p>10 its supply chain globally on a product-by-product basis</p> <p>11 from raw materials through delivery to the customer.</p> <p>12 Does this mean that there's a global control and</p> <p>13 coordination of supply chains for products?</p> <p>14 A. We are operating our supply chain on a</p> <p>15 global basis, which is to say that there is a central</p> <p>16 coordination and direction for global supply operations</p> <p>17 throughout the organization, but it takes a lot of</p> <p>18 different steps of course to then -- to the point where</p> <p>19 the products finally end up with the customer, which is</p> <p>20 done from a local basis through our legal entities in</p> <p>21 the territories.</p> <p>22 Q. Syngenta has informed its shareholders of,</p> <p>23 and I'm quoting, an accelerated synergy program, that's</p> <p>24 April 2002 SEC filing at page 10. Are you familiar with</p> <p>25 that and the comment?</p>	<p>1 Q. Go ahead, sir.</p> <p>2 A. In the context of the years since the</p> <p>3 creation of Syngenta, we had a series of bigger and</p> <p>4 smaller efficiency improvement programs, as you would</p> <p>5 expect, and this is referring to one of those. I have</p> <p>6 no precise recollection which one it refers to in 2006.</p> <p>7 Q. When you receive a communication from</p> <p>8 anybody at any -- or from anybody in a related entity,</p> <p>9 a Syngenta-related entity, do they ever send you</p> <p>10 anything at any location other than Basel, at</p> <p>11 Syngenta AG International?</p> <p>12 MR. POPE: Excuse me, excuse me, excuse me.</p> <p>13 The last couple of words in your question --</p> <p>14 MR. TILLERY: I can start over.</p> <p>15 MR. POPE: It's confusing.</p> <p>16 BY MR. TILLERY:</p> <p>17 Q. What I'm trying to find out is, do you get</p> <p>18 communications addressed to you in any capacity other</p> <p>19 than at your role in -- at Syngenta AG or Syngenta</p> <p>20 International AG?</p> <p>21 MR. POPE: Objection. There's two different</p> <p>22 questions. Go ahead. You can answer.</p> <p>23 THE WITNESS: I get --</p> <p>24 BY MR. TILLERY:</p> <p>25 Q. Emails, letters --</p>

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<p>1 A. If I'm getting emails, they come in 2 through my email address, which is always the same. 3 I don't have different Syngenta email addresses. I do 4 not have two or more offices I occupy, other than the 5 one in Basel, and so if that's the background of the 6 question, they all come in to the same location. 7 If I am sent a request for a written content in 8 my capacity as a director of a -- of a company not 9 located in Basel, it's addressed in that form to me, but 10 it comes to my office address in Basel. 11 Q. I'm looking at the 2006 financial report. 12 Syngenta's shareholder communications also state that 13 Syngenta has "control" and "power" over all of its 14 subsidiaries "to govern the financial and operating 15 policies" of those subsidiaries. Is that true? 16 A. Inasmuch as -- as this is referring to the 17 fact that on the -- the relevant accounting rules, we 18 are compelled to have and manage consistent rules and 19 reporting processes throughout the corporation. This is 20 correct. 21 Q. Does Syngenta AG ultimately approve the 22 public relations with respect to atrazine? 23 MR. POPE: Syngenta? 24 MR. TILLERY: AG. 25 THE WITNESS: Syngenta AG has no personnel.</p>	<p>1 communication of global relevance is getting reviewed. 2 Q. Does Syngenta International AG, does it 3 consider atrazine to have global relevance? 4 A. As you can see from our SEC filings, the 5 key litigation cases in our business are all considered 6 of relevance on a global basis, amongst which also one 7 case is atrazine. 8 Q. So putting those pieces together, it would 9 seem that public relations regarding atrazine would fit 10 the criteria for being considered by one of the 11 committees of -- associated with Syngenta AG? 12 MR. POPE: You mean including the litigation? 13 MR. TILLERY: I'm sorry? 14 MR. POPE: You mean including the litigation 15 aspects? 16 BY MR. TILLERY: 17 Q. I mean you tell me: litigation or not? 18 MR. POPE: He just made -- he just made a 19 distinction is all I'm saying. 20 THE WITNESS: Atrazine per se as a topic does 21 not mean that everything which is communicated 22 throughout the world around atrazine is per se global 23 affair. That's not the case. It has to meet the same 24 test of criteria as any other topic in the communication 25 arena, whether it's a global matter or not.</p>
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<p>1 Therefore, it doesn't approve anything of that sort. 2 BY MR. TILLERY: 3 Q. Does the Syngenta executive committee or 4 any other committee created by Syngenta AG through the 5 merger or through its creation ever have any involvement 6 with the public relations related to atrazine? 7 A. I'm not sure I can answer that question 8 specifically with respect to atrazine. Public relation 9 activities in the group which are of relevance for the 10 group beyond a certain territory, i.e., which have a 11 global relevance, are being approved by the corporate 12 communications department in Basel at headquarters and 13 are reviewed by the CEO, in any case. 14 Q. And what is the corporate communications 15 department? 16 A. Corporate communications department, or, 17 as we -- as it's called -- technically in our case it's 18 corporate affairs department, is comprised of three 19 pillars: one is internal communication, the other is 20 external communication -- four, actually: internal 21 communication, external communication, media relation -- 22 sorry, public affairs, public governmental affairs, and 23 the fourth pillar is investor relations. Those 24 corporate functions are together forming the corporate 25 affairs department. That is where every piece of</p>	<p>1 BY MR. TILLERY: 2 Q. But human health facts, safety, would 3 those things have global significance? 4 A. Again, only to the extent the relevant 5 problem or issue or question covered in that public 6 relations statement, as I like to call it, only to the 7 extent that topic has, in the given case, a material -- 8 has a material importance for the group as a whole. 9 Q. Has there -- 10 A. Not because it's product A or B. 11 Q. Has there -- I'm sorry. 12 A. Topic A or B. I cannot think of many 13 topics except dividend proposals, for example, where 14 every communication has, of course, a relevance to 15 shareholders on a global basis, but business topics are 16 not of that sort. Not every acquisition is a global 17 matter. 18 Q. Have you ever sat on any of the 19 Syngenta AG committees -- and I don't mean to include 20 the boards of subsidiaries; I mean any of the 21 committees -- and taken up any issues at any time 22 dealing with public relations issues relating to 23 atrazine? 24 A. We have been updated from time to time 25 about the status of atrazine-related matters, also with</p>

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<p>1 respect to litigation --</p> <p>2 Q. Yeah, but litigation, I -- you can't</p> <p>3 really talk about that to me.</p> <p>4 A. That's right.</p> <p>5 Q. I understand that.</p> <p>6 A. Absolutely right. In the broad context,</p> <p>7 we have been updated on -- on -- let me phrase it this</p> <p>8 way: we are getting high-level updates in the context</p> <p>9 of our business strategy reviews on product aspects as</p> <p>10 they come along, and I guess there have been, over the</p> <p>11 years, instances where also atrazine has been part of</p> <p>12 that. Whether that has been around publication outside</p> <p>13 of -- of litigation, I couldn't tell you from the top of</p> <p>14 my recollection.</p> <p>15 Q. What corporations operate in Syngenta's</p> <p>16 NAFTA region?</p> <p>17 A. A series of. I can name you a few of</p> <p>18 them: Syngenta Crop Protection Inc.; Syngenta</p> <p>19 Seeds Inc.; there is Syngenta -- SBI, Syngenta</p> <p>20 Biosciences Inc.; there are companies still around from</p> <p>21 the former acquisitions of businesses like</p> <p>22 Golden Harvest, like other acquisitions -- there are a</p> <p>23 series of smaller companies. The big -- Syngenta</p> <p>24 Corporation, of course. There are a series of companies</p> <p>25 in the United States.</p>	<p>1 Q. Is all of the research and development</p> <p>2 data from NAFTA-related Syngenta companies under the</p> <p>3 control of Syngenta Crop Protection Inc.?</p> <p>4 A. I would assume this to be the case, with</p> <p>5 except to research and development related data, which</p> <p>6 only refers to Canada and/or Mexico.</p> <p>7 Q. Do you know if there is any such research</p> <p>8 and development related data which is only limited to</p> <p>9 Canada and Mexico?</p> <p>10 A. I would assume so, for the purposes of the</p> <p>11 local registration of products.</p> <p>12 Q. Do you know if Syngenta Crop</p> <p>13 Protection Inc. has written agreements with Syngenta</p> <p>14 companies located in Canada and Mexico?</p> <p>15 A. I couldn't answer that question with any</p> <p>16 precision. I don't know actively.</p> <p>17 Q. Is the NAFTA region designed to operate as</p> <p>18 a fully aligned organization using the minimum amount of</p> <p>19 resources to meet the region's goals?</p> <p>20 MR. POPE: Objection to the form of the</p> <p>21 question.</p> <p>22 THE WITNESS: I'm not entirely sure</p> <p>23 I understand the core of your question. Can you please</p> <p>24 rephrase it?</p> <p>25 BY MR. TILLERY:</p>
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<p>1 Q. Is there a Syngenta-affiliated company in</p> <p>2 Canada and Mexico?</p> <p>3 A. Yes, there are.</p> <p>4 Q. And what are they?</p> <p>5 A. Syngenta Canada Inc. or Corporation and</p> <p>6 Syngenta Mexico something, from recollection. There</p> <p>7 might be others. These are the big ones.</p> <p>8 Q. Is it fair to say that the control over</p> <p>9 the NAFTA area is centralized in the United States?</p> <p>10 A. That is, in terms of the managerial -- in</p> <p>11 terms of the managerial supervision, that is true.</p> <p>12 Q. Which corporation is in charge of the</p> <p>13 NAFTA geographical segment of Syngenta's business?</p> <p>14 MR. POPE: Objection to the form of the</p> <p>15 question. Foundation.</p> <p>16 THE WITNESS: Sorry, can you rephrase that?</p> <p>17 MR. POPE: She can read it back.</p> <p>18 THE WITNESS: Excuse me. Can you repeat the</p> <p>19 question? I'm not sure I understood it.</p> <p>20 BY MR. TILLERY:</p> <p>21 Q. Is Syngenta Crop Protection Inc. in charge</p> <p>22 of the NAFTA geographical segment of Syngenta's</p> <p>23 business?</p> <p>24 A. To my knowledge, it's only in charge for</p> <p>25 the United States.</p>	<p>1 Q. Of course. I can at least restate it.</p> <p>2 MR. POPE: You could probably even break it</p> <p>3 into two questions.</p> <p>4 BY MR. TILLERY:</p> <p>5 Q. Is the NAFTA region, in terms of the</p> <p>6 Syngenta group of companies, which breaks it down --</p> <p>7 you have several different atrazine, at least, related</p> <p>8 regions of the world that are designated. One them is</p> <p>9 the NAFTA region; correct? That --</p> <p>10 MR. POPE: That was a question to you. If</p> <p>11 that's not correct --</p> <p>12 THE WITNESS: I'm not sure what you understand</p> <p>13 of atrazine-related region.</p> <p>14 BY MR. TILLERY:</p> <p>15 Q. Well, let's talk literally. There's a</p> <p>16 business segment of the -- of the agrochemical business</p> <p>17 and one of those is the NAFTA region?</p> <p>18 A. That is correct.</p> <p>19 Q. And what do you understand that to</p> <p>20 include?</p> <p>21 A. The NAFTA regional set-up is designed to</p> <p>22 oversee all -- we are talking crop protection here,</p> <p>23 because seeds is different, the seeds organization, to</p> <p>24 oversee all crop protection activities in the respective</p> <p>25 region, i.e., NAFTA.</p>

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<p>1 Q. Okay. And NAFTA would include Canada, the 2 United States, Mexico? 3 A. Yes. 4 Q. All right. And the NAFTA region is 5 designed to operate as a fully aligned organization 6 using the minimum amount of resources to meet that 7 region's goal; is that a fair statement? 8 A. We have a business model in the NAFTA 9 region where the regional oversight function is 10 exercised out of the United States, located in 11 Greensboro in crop protection, but we have fully 12 operating, fully staffed, fully equipped local 13 territorial operations, both in Mexico as well as in 14 Canada. 15 Q. But do they coordinate their activities 16 such that they run, to the extent they can, in a -- in 17 a very -- strike the question. 18 Does Syngenta Crop Protection oversee the 19 activities of the Canadian and Mexican entities? 20 A. Oversight is one of the aspects I would -- 21 I would call it, yes. Coordination and oversight is 22 I think -- are the right descriptors for what they do. 23 But we have a legal entity fully equipped, fully 24 operating in Canada as well. 25 Q. Do you know if Syngenta Crop</p>	<p>1 THE VIDEOGRAPHER: Going off the record. The 2 time is 15:15. 3 (3:15 p.m.) 4 (Break taken.) 5 (3:32 p.m.) 6 THE VIDEOGRAPHER: Going back on the record. 7 The time is 15:32. Thank you. 8 MR. TILLERY: No further questions. 9 MR. POPE: Thank you. I just have a couple of 10 clarifies ones that will just take me a minute and we'll 11 be out of here. 12 EXAMINATION BY MR. POPE: 13 BY MR. POPE: 14 Q. Mr. Maeder, a few minutes ago, in 15 talking about email address and addresses in Basel, 16 I think you said your office address, you only have 17 one, it's in Basel. If someone were to send you a 18 letter, would that go to you care of Syngenta 19 International AG? 20 A. Yes. 21 Q. Okay. And that's the only address you 22 have officially? 23 A. That's right. 24 Q. Okay. A couple of the technical things 25 with regard to corporations. I believe you said</p>
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<p>1 Protection Inc. owns any part of the Canadian or Mexican 2 operations? 3 A. From the top of my head, no. 4 Q. Do you know if it -- if it has any type of 5 agreement or understanding that gives it power or 6 authority to coordinate or operate with those 7 two entities? 8 A. I am not aware of the existence of these 9 agreements, which is to say I don't know. 10 Q. Can you explain to me how Syngenta Crop 11 Protection Inc. has oversight over those two other 12 entities? 13 A. Oversight in that context means that 14 they have the same sort of relationship as a regional 15 head office in another continent has over its -- over 16 its country operations, i.e., they are trying to -- 17 to coordinate activities between the countries, not 18 to duplicate things if not necessary. They are -- they 19 are looking at the respective -- at the respective 20 financials of -- of these entities as well. 21 But it is a -- it is a strategic oversight inasmuch 22 as -- as this is the case in other instances of the 23 globe. 24 MR. TILLERY: Let's go off the record just for 25 a minute.</p>	<p>1 Syngenta Corporation is a sub of Syngenta 2 Participations. Is it a direct subsidiary or is there 3 "Seeds JV" in there? 4 A. This Seeds JVBV, the name of which -- this 5 Dutch entity, the name of which I don't know with 6 precision from the memory, is in between, as far as 7 I recollect. 8 Q. Okay. Maybe I had it wrong, then. And 9 then, as to Syngenta International AG, I believe you 10 said it has no subsidiaries, and I'm going to ask you 11 just simply whether Syngenta Treasury Services Limited 12 is a direct or indirect subsidiary of Syngenta 13 International AG? 14 A. I cannot answer that question. 15 Q. Okay. Very good. One final area, in 16 connection with the exhibit number 6, and the reserved 17 powers question. I didn't understand what your 18 testimony was with regard to whether these so-called 19 reserved powers apply to a legal judgment against a 20 subsidiary; does it? 21 A. My understanding of the question was 22 that, if there is a legal judgment against the 23 subsidiary, that subsidiary is authorized to pay, 24 irrespective of any corporate approval or reserved 25 powers point.</p>

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1	MR. POPE: Thank you very much. That's all I	1	DEPONENT'S DECLARATION
2	have.	2	
3	MR. TILLERY: Nothing.	3	
4	THE VIDEOGRAPHER: Going off the record. The	4	I, , hereby declare under
5	time is 15:34. End of tape 3, volume I.	5	penalty of perjury under the laws of the United States
6	This is the end of the videotaped deposition of	6	and the State of Illinois that I have read the foregoing
7	Christoph Maeder.	7	transcript and identify it as my own and approve same as
8	(Whereupon, the deposition concluded at 3:34 p.m.)	8	a true and correct transcript save and except for
9		9	changes and/or corrections, if any, as indicated by me
10		10	on the CORRECTIONS page hereof.
11		11	
12		12	, ,
13		13	Date City State
14		14	
15		15	
16		16	Signed:
17		17	
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25		25	

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1	CORRECTIONS PAGE	1	REPORTER'S CERTIFICATE
2	Page No Line No Description	2	
3		3	I, Judith White, of Westlaw Deposition
4		4	Services, do hereby certify that the foregoing testimony
5		5	was recorded by me stenographically and thereafter
6		6	transcribed by me, and that the foregoing transcript
7		7	constitutes a full, true and accurate record of said
8		8	examination of and testimony given by said witness, and
9		9	of all other proceedings had during the taking of said
10		10	deposition, and of the whole thereof, to the best of my
11		11	ability.
12		12	I further certify that I am not a relative,
13		13	employee or counsel of any of the parties of the within
14		14	cause, nor am I an employee or relative of any counsel
15		15	for the parties, nor am I in any way interested in the
16		16	outcome of the within cause.
17		17	
18		18	
19		19	Signed _____ Dated _____
20		20	(Judith White)
21		21	
22		22	
23		23	
24		24	
25		25	

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